

Fill in this information to identify your case:

United States Bankruptcy Court for the:

SOUTHERN DISTRICT OF NEW YORK

Case number (if known) Chapter **11**

☐ Check if this an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

04/20

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name **SoMo Audience Corp.**

2. All other names debtor used in the last 8 years

Include any assumed names, trade names and *doing business as* names

3. Debtor's federal Employer Identification Number (EIN) **45-5302081**

4. Debtor's address Principal place of business Mailing address, if different from principal place of business

**P.O. Box 1583
Livingston, NJ 07039**

Number, Street, City, State & ZIP Code

Essex

County

P.O. Box, Number, Street, City, State & ZIP Code

Location of principal assets, if different from principal place of business

**Chiong & Wan CPAs P.C.
485 Madison Ave, Suite 1600, New York, NY 10022**

Number, Street, City, State & ZIP Code

5. Debtor's website (URL) **www.somoaudience.com**

6. Type of debtor ☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))

☐ Partnership (excluding LLP)

☐ Other. Specify:

Debtor **SoMo Audience Corp.**
Name

Case number (if known)

7. Describe debtor's business

A. Check one:

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
☐ Railroad (as defined in 11 U.S.C. § 101(44))
☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
☒ None of the above

B. Check all that apply

- ☐ Tax-exempt entity (as described in 26 U.S.C. §501)
☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. §80a-3)
☐ Investment advisor (as defined in 15 U.S.C. §80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor.
 See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

5191

8. Under which chapter of the Bankruptcy Code is the debtor filing?

Check one:

- ☐ Chapter 7
☐ Chapter 9

☒ Chapter 11. Check **all** that apply:

A debtor who is a "small business debtor" must check the first sub-box. A debtor as defined in § 1182(1) who elects to proceed under subchapter V of chapter 11 (whether or not the debtor is a "small business debtor") must check the second sub-box.

- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,725,625. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
☒ The debtor is a debtor as defined in 11 U.S.C. § 1182(1), its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$7,500,000, **and it chooses to proceed under Subchapter V of Chapter 11**. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return, or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
☐ A plan is being filed with this petition.
☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

- ☒ No.
☐ Yes.

If more than 2 cases, attach a separate list.

District	_____	When	_____	Case number	_____
District	_____	When	_____	Case number	_____

Debtor **SoMo Audience Corp.**
Name

Case number (if known)

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?
- ☒ No
☐ Yes.

List all cases. If more than 1, attach a separate list

Debtor

Relationship

District

When

Case number, if known

11. Why is the case filed in this district?

Check all that apply:

- ☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☐ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

☒ No

☐ Yes.

Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)

- ☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard?

- ☐ It needs to be physically secured or protected from the weather.

- ☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).

- ☐ Other

Where is the property?

Number, Street, City, State & ZIP Code

Is the property insured?

☐ No

☐ Yes. Insurance agency

Contact name

Phone

Statistical and administrative information

13. Debtor's estimation of available funds

Check one:

- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available to unsecured creditors.

14. Estimated number of creditors

☐ 1-49

☐ 50-99

☒ 100-199

☐ 200-999

☐ 1,000-5,000

☐ 5001-10,000

☐ 10,001-25,000

☐ 25,001-50,000

☐ 50,001-100,000

☐ More than 100,000

15. Estimated Assets

☐ \$0 - \$50,000

☐ \$50,001 - \$100,000

☒ \$100,001 - \$500,000

☐ \$500,001 - \$1 million

☐ \$1,000,001 - \$10 million

☐ \$10,000,001 - \$50 million

☐ \$50,000,001 - \$100 million

☐ \$100,000,001 - \$500 million

☐ \$500,000,001 - \$1 billion

☐ \$1,000,000,001 - \$10 billion

☐ \$10,000,000,001 - \$50 billion

☐ More than \$50 billion

16. Estimated liabilities

☐ \$0 - \$50,000

☒ \$1,000,001 - \$10 million

☐ \$500,000,001 - \$1 billion

Debtor

SoMo Audience Corp.

Case number (if known)

Name

☐ \$50,001 - \$100,000
☐ \$100,001 - \$500,000
☐ \$500,001 - \$1 million

☐ \$10,000,001 - \$50 million
☐ \$50,000,001 - \$100 million
☐ \$100,000,001 - \$500 million

☐ \$1,000,000,001 - \$10 billion
☐ \$10,000,000,001 - \$50 billion
☐ More than \$50 billion

Debtor **SoMo Audience Corp.**
Name

Case number (if known)



Request for Relief, Declaration, and Signatures

WARNING — Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

**17. Declaration and signature
of authorized
representative of debtor**


The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on **March 11, 2021**
MM/DD/YYYY

X 
Signature of authorized representative of debtor
Title **CEO**

Robert Manoff
Printed name

18. Signature of attorney

~~/s/ David H. Harthelmer~~
/s/ **David H. Harthelmer**
Signature of attorney for debtor

Date **March 11, 2021**
MM/DD/YYYY

David H. Harthelmer
Printed name

Mayerson & Harthelmer PLLC
Firm name

845 Third Avenue
New York, NY 10022
Number, Street, City, State & ZIP Code

Contact phone **646-778-4381**

Email address **david@mhlaw-ny.com**

2423432 NY
Bar number and State

*During the pendency of the pandemic, please use the firm's temporary mailing address:
48 Seneca Street
Dobbs Ferry, NY 10522
*During the pendency of the pandemic, please use the firm's temporary mailing address:
48 Seneca Street
Dobbs Ferry, NY 10522

Fill in this information to identify the case:

Debtor name SoMo Audience Corp.

United States Bankruptcy Court for the: SOUTHERN DISTRICT OF NEW YORK

Case number (if known): _____

☐ Check if this is an
amended filing

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING – Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☒ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☒ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☒ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☒ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☒ *Schedule H: Codebtors* (Official Form 206H)
- ☒ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☒ *Amended Schedule*
- ☒ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☐ Other document that requires a declaration _____

I declare under penalty of perjury that the foregoing is true and correct.

Executed on March 11, 2021

X

Signature of individual signing on behalf of debtor

Robert Manoff

Printed name

CEO

Position or relationship to debtor

Fill in this information to identify the case:

Debtor name **SoMo Audience Corp.**
United States Bankruptcy Court for the: **SOUTHERN DISTRICT OF NEW YORK**
Case number (if known): _____

☐ Check if this is an amended filing

Official Form 204

Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders

12/15

A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
140 Proof, Inc. 36 East 12th Street 2nd Floor New York, NY 10003	Eric Ontman eric@acuityads.com (305)-515-0570	Trade Debt	Disputed Subject to Setoff			\$244,998.26
33Across Inc. 229 West 28th Street New York, NY 10001	Chris Meredith chris.meredith@33across.com (917)-747-8829	Trade Debt	Disputed Subject to Setoff			\$46,202.91
AdElement Inc. 33 Vincent Behan Blvd. Edison, NJ 08837	Ravi Tarije ravi@adelement.com (646)-918-4092	Trade Debt				\$121,050.35
AdMedia 6320 Canoga Ave, Suite 200 Woodland Hills, CA 91367	Inga Zubrytska Inga@admedia.com (800)-296-7104 ext. 232	Trade Debt	Disputed Subject to Setoff			\$45,614.84
DeCenter Ads PTE. LTD 160 Robison Road #15-06 Pore Business Federation Ctr Singapore City, Singapore	Irina Lebrid finance@decenterads.com	Trade Debt				\$45,919.10
EMX Digital, LLC 261 Madison Ave 4th Floor New York, NY 10016	Brian Weigel Brian.Weigel@emxdigital.com	Trade Debt	Disputed Subject to Setoff			\$42,592.67

Debtor **SoMo Audience Corp.**
Name

Case number (if known)

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services,	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
Engage BDR 9000 Sunset Blvd West Hollywood, CA 90069	Andy Dhanik andy@engagebdr.com (310)-954-0751 x727	Trade Debt	Disputed Subject to Setoff			\$110,132.01
Feder Kaszovitz LLP 845 Third Avenue New York, NY 10022-6601	Murray Skala MSKALA@FEDKAS.COM (212)-888-8200	Professional Fees				\$90,886.18
Fyber/Interactive POB 10409 Petach Tikva 9003 ISRAEL	Offer Yehudai offer.yehudai@fyber.com	Trade Debt				\$474,657.30
InMobi 475 Brannan Street Suite 420 San Francisco, CA 94107	Michael Zatorski michael.zatorski@inmobi.com	Trade Debt				\$174,874.50
Investor Bank 101 JFK Parkway Short Hills, NJ 07078	Joel A. Clarke jclarke@investorbank.com (908)-388-1727	PPP Loan				\$79,200.00
JPMorgan Chase Bank, NA Collateral Mgmt Small Business PO Box 33035 Louisville, KY 40232	Cori Macri (908)-256-0739	Credit Card, PPP Loan, and undersecured portion of secured debt				\$225,810.09 *Plus undersecured portion of secured debt.
Mobfox HaNehoshet St. 6 Tel Aviv, Israel	Jebelyn De Jose accounting@mobfox.com	Trade Debt	Disputed Subject to Setoff			\$398,659.18
OpenX Technologies, Inc 888 E Walnut St 2nd Floor Pasadena, CA 91101	Maria Casas maria.casas@openx.com (626)-466-1141 x6048	Trade Debt				\$72,759.20
Rackspace One Fanatical Place City of Windcrest San Antonio, TX 78218	Maribel Cruz Maribel.Cruz@rackspace.com	Trade Debt				\$298,543.20
Rubicon (Magnite) 12181 Bluff Creek Drive 4th Floor Los Angeles, CA 90094	Tony Nguyen tnguyen@rubiconproject.com (310)-207-0272 x108	Trade Debt				\$69,401.68

Debtor **SoMo Audience Corp.**
Name

Case number (if known)

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services,	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
Smaato Inc. 240 Stockton Street 10th Floor San Francisco, CA 94108	Kevin Whitehair kevin.whitehair@smaato.com (650)-430-5517	Trade Debt	Disputed			\$84,541.57
Spotxchange (SpotX) 8181 Arista Place Broomfield, CO 80021	Kelly McMahon kelly@spotx.tv (303)-507-3007	Trade Debt				\$66,588.98
StartApp 584 Broadway, Suite 1206 New York, NY 10012	Omri Barnes omri.barnes@startapp.com	Trade Debt				\$99,039.56
The Media Trust PO Box 8056 McLean, VA 22106	Rikki Decker rdecker@themediatrust.com (301)-648-9751	Trade Debt	Disputed			\$45,329.47

Fill in this information to identify the case:

Debtor name **SoMo Audience Corp.**

United States Bankruptcy Court for the: **SOUTHERN DISTRICT OF NEW YORK**

Case number (if known) _____

☐ Check if this is an amended filing

Official Form 206Sum
Summary of Assets and Liabilities for Non-Individuals

12/15

Part 1: Summary of Assets

1. **Schedule A/B: Assets-Real and Personal Property** (Official Form 206A/B)

1a. Real property:	
Copy line 88 from <i>Schedule A/B</i>	\$ 0.00
1b. Total personal property:	
Copy line 91A from <i>Schedule A/B</i>	\$ 437,993.64
1c. Total of all property:	
Copy line 92 from <i>Schedule A/B</i>	\$ 437,993.64

Part 2: Summary of Liabilities

2. Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)	
Copy the total dollar amount listed in Column A, <i>Amount of claim</i> , from line 3 of <i>Schedule D</i>	\$ 1,286,113.00
3. Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)	
3a. Total claim amounts of priority unsecured claims:	
Copy the total claims from Part 1 from line 5a of <i>Schedule E/F</i>	\$ 49,045.00
3b. Total amount of claims of nonpriority amount of unsecured claims:	
Copy the total of the amount of claims from Part 2 from line 5b of <i>Schedule E/F</i>	+\$ 3,091,083.94
4. Total liabilities	
Lines 2 + 3a + 3b	\$ 4,426,241.94

B2030 (Form 2030) (12/15)

United States Bankruptcy Court
Southern District of New York

In re **SoMo Audience Corp.**

Debtor(s)

Case No.

Chapter **11**

DISCLOSURE OF COMPENSATION OF ATTORNEY FOR DEBTOR(S)

1. Pursuant to 11 U.S.C. § 329(a) and Fed. Bankr. P. 2016(b), I certify that I am the attorney for the above named debtor(s) and that compensation paid to me within one year before the filing of the petition in bankruptcy, or agreed to be paid to me, for services rendered or to be rendered on behalf of the debtor(s) in contemplation of or in connection with the bankruptcy case is as follows:

For legal services, I have agreed to accept	\$	To be determined by court
Prior to the filing of this statement I have received	\$	141,738.00
Balance Due	\$	0.00

2. The source of the compensation paid to me was:

☒ Debtor ☐ Other (specify):

3. The source of compensation to be paid to me is:

☒ Debtor ☐ Other (specify):

4. ☒ I have not agreed to share the above-disclosed compensation with any other person unless they are members and associates of my law firm.*

☐ I have agreed to share the above-disclosed compensation with a person or persons who are not members or associates of my law firm. A copy of the agreement, together with a list of the names of the people sharing in the compensation is attached.

5. In return for the above-disclosed fee, I have agreed to render legal service for all aspects of the bankruptcy case, including:

- a. Analysis of the debtor's financial situation, and rendering advice to the debtor in determining whether to file a petition in bankruptcy;
- b. Preparation and filing of any petition, schedules, statement of affairs and plan which may be required;
- c. Representation of the debtor at the meeting of creditors and confirmation hearing, and any adjourned hearings thereof;
- d. [Other provisions as needed]

To perform all services as needed by the Debtor, as general bankruptcy counsel to the Debtor.

6. By agreement with the debtor(s), the above-disclosed fee does not include the following service:

CERTIFICATION

I certify that the foregoing is a complete statement of any agreement or arrangement for payment to me for representation of the debtor(s) in this bankruptcy proceeding.

March 11, 2021

Date

/s/ David H. Hartheimer

David H. Hartheimer

Signature of Attorney

Mayerson & Hartheimer PLLC

845 Third Avenue

New York, NY 10022

646-778-4381

david@mhlaw-ny.com

Name of law firm

* The firm hires contract professionals from time to time, and to the extent it does so in this case, it will pay them from fees received.

**United States Bankruptcy Court
Southern District of New York**

In re **SoMo Audience Corp.**

Debtor(s)

Case No.
Chapter

11

LIST OF EQUITY SECURITY HOLDERS

Following is the list of the Debtor's equity security holders which is prepared in accordance with rule 1007(a)(3) for filing in this Chapter 11 Case


Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Robert Manoff 2016 NevadaTrust 1880 Warm Springs Road Las Vegas, NV 89119	Common	399,920	40% of Equity
Robert S. Manoff 13 Thames Drive Livingston, NJ 07039	Common	99,980	10% of Equity
Todd E. Houck 174 Greenview Clarksboro, NJ 08020	Common	499,900	50% of Equity

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the **CEO** of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date **March 11, 2021**

Signature


Robert Manoff

*Penalty for making a false statement of concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C. §§ 152 and 3571.*

**United States Bankruptcy Court
Southern District of New York**

In re SoMo Audience Corp.

Debtor(s)


Case No.
Chapter

11

VERIFICATION OF CREDITOR MATRIX

I, the CEO of the corporation named as the debtor in this case, hereby verify that the attached list of creditors is true and correct to the best of my knowledge.

Date: March 11, 2021


Robert Manoff/CEO
Signer/Title

140 PROOF, INC.
36 EAST 12TH STREET
2ND FLOOR
NEW YORK, NY 10003

33ACROSS INC.
229 WEST 28TH STREET
NEW YORK, NY 10001

ADCOLONY INC.
41 MADISON AVE
30TH FLOOR
NEW YORK, NY 10010

ADELEMENT INC.
33 VINCENT BEHAN BLVD.
EDISON, NJ 08837

ADIAN
92 EAST MAIN STREET
SUITE 405
SOMERVILLE, NJ 08876

ADMAN INTERACTIVE SLU
CARRER DE ARIBAU
230-240, 6TH FLOOR
BARCELONA, SPAIN

ADMEDIA
6320 CANOGA AVE, SUITE 200
WOODLAND HILLS, CA 91367

ADMIXER EU GMBH
KONIGSALLE 98
DUSSELDORF, GERMANY

ADVANGELISTS, LLC
18 BANK STREET
SUITE 206
SUMMIT, NJ 07903

ADVENUE LIMITED
11 INTERNATIONAL HOUSE
2 24 HOLBORN VIADUCT
LONDON, ENGLAND

ARBIGO INC/ ADLITHIUM
626 RXR PLAZA 6TH FLOOR
UNINDALE, NY 11056

AWS
410 TERRY AVENUE
SEATTLE, WA 98109

BIDFLUENCE INC.
13785 RESEARCH BLVD.
SUITE 125
AUSTIN, TX 78750

BIZZCLICK, LLP
41 DUKE STREET, EDINBURGH
EDINBURGH, SCOTLAND

BOLDSCREEN MEDIA
149 NEW MONTGOMERY ST.
SAN FRANCISCO, CA 94105

BRETT PERLOFF
507 W. 28TH STREET
APT. 510
NEW YORK, NY 10001

BRIGHT MOUNTAIN MEDIA
PO BOX 810012
BOCA RATON, FL 33481

BROADBASE MEDIA
1805 N. CARSTON STREET
#402
CARSON CITY, NV 89701

BRS INTERACTIVE CORP
PO BOX 1583
LIVINGSTON, NJ 07039

BRYAN DELONG
140 HOLLAND DRIVE
BUTLER, PA 16600-2000

CELERUM DIGITAL PTE
110 ANSON ROAD
22-02 INTERNATIONAL PLAZA
SINGAPORE CITY, SINGAPORE

CHEETAH MOBILE
8 WILKIE ROAD #03-01
WILKIE EDGE, 00022-809
SINGAPORE CITY, SINGAPORE

CLICKKY LLC
5348 VEGAS DRIVE
LAS VEGAS, NV 89108

CONNATIX
666 BROADWAY, 10TH FLOOR
NEW YORK, NY 10012

CONSUMABLE, INC
680 S. CACHE ST 100
JACKSON, WY 83001

DAILYMOTION SA
140 BOLEVARD MALESHERBES
IRVING, TX 75017

DCCO, LLC
1660 INTERNATIONAL DRIVE
MCLEAN, VA 22102

DE DIVISION OF CORPORATION
PO BOX 898
DOVER, DE 19903

DE OFFICE OF THE ATTORNEY GENERAL
820 N FRENCH ST
SUITE 5
WILMINGTON, DE 19801

DE STATE TREASURY
820 SILVER LAKE BLVD.
SUITE 100
DOVER, DE 19904

DECENTER ADS PTE. LTD
160 ROBISON ROAD #15-06
PORE BUSINESS FEDERATION CTR
SINGAPORE CITY, SINGAPORE

DELAWARE DEPARTMENT OF STATE
PO BOX 898
DOVER, DE 19903

EMX DIGITAL, LLC
261 MADISON AVE
4TH FLOOR
NEW YORK, NY 10016

ENGAGE BDR
9000 SUNSET BLVD
WEST HOLLYWOOD, CA 90069

EPOM LTD
NANCY WHITTICKER HOUSE
7 OLD STREET ROSEAU
COMMONWEALTH, DOMINICA

FEDER KASZOVITZ LLP
845 THIRD AVENUE
NEW YORK, NY 10022-6601

FREEWHEEL
1407 BROADWAY
NEW YORK, NY 10018

FUTURE TODAY
3723 HAVEN AVE
MENLO PARK, CA 94025

FYBER/INTERACTIVE
POB 10409
PETACH TIKVA 9003
ISRAEL

GAMOSHI
RAPAPORT STREET 3
KFAR SABA 4465141
ISRAEL

GOOGLE ADS
1600 AMPHITHEATRE PARKWAY
MOUNTAIN VIEW, CA 94043

HIVE COVE LLC
20 TRADING POST WAY
MEDFORD, NJ 08055

HULSIZER & GROUS INVESTMENTS
99 SUMMIT AVENUE
SUMMIT, NJ 07901

INFOLINKS MEDIA, LLC
45 NORTH BROAD STREET
RIDGEWOOD, NJ 07450

INMOBI
475 BRANNAN STREET
SUITE 420
SAN FRANCISCO, CA 94107

INTERNAL REVENUE SERVICE
PO BOX 7346
PHILADELPHIA, PA 19101-7346

INVESTOR BANK
101 JFK PARKWAY
SHORT HILLS, NJ 07078

IQ ZONE
PO BOX 5335
SCOTTSDALE, AZ 85261

ITN DIGITAL
747 THIRD AVE, 5TH FLOOR
NEW YORK, NY 10017

JBS
610 CHADDS FORD DRIVE
SUITE M23
CHADDS FORD, PA 19317

JPMORGAN CHASE BANK, NA
COLLATERAL MGMT SMALL BUSINESS
PO BOX 33035
LOUISVILLE, KY 40232

KAHANA & FELD LLP
2603 MAIN STREET
SUITE 350
IRVINE, CA 92614

KUBIENT'S
111 WEST 28TH STREET, SUITE 2B
NEW YORK, NY 10001

MADHIVE INC.
208 W 30TH STREET
NEW YORK, NY 10001

MEDIA.NET
2701 AURORA TOWER
DUBAI MEDIA CITY, DUBAI 215028

MGID INC.
1149 THIRD STREET
#210
SANTA MONICA, CA 90403

MOBFOX
HANEHOSHET ST. 6
TEL AVIV, ISRAEL

MOBOX
G. STALINGRADA, 26
KYIV CITY
UKRAINE

MONETIZE.COM, INC.
6320 CANOGA AVE, #200
WOODLAND HILLS, CA 91236

MOPUB, INC.
1355 MARKET STREET
SUITE 900
SAN FRANCISCO, CA 94103

MORRIS LAW FIRM, APC
501 WEST BROADWAY
SUITE 1480
SAN DIEGO, CA 92101

MY6SENSE INC.
261 MADISON AVENUE
NEW YORK, NY 10016

NATIVE ADS INC.
244 FIFTH AVENUE
N-249
NEW YORK, NY 10001

NEW JERSEY DIVISION OF TAXATION
50 BARRACK STREET, 9TH FLOOR
PO BOX 245
TRENTON, NJ 08695-0267

NINTH DECIMAL
150 POST STREET
SAN FRANCISCO, CA 94108

NJ DIVISION OF TAXATION
PO BOX 248
TRENTON, NJ 08646

NJ OFFICE OF THE ATTORNEY GENERAL
RICHARD J. HUGHES JUSTICE COMPLEX
25 MARKET STREET
TRENTON, NJ 08611

NY OFFICE OF THE ATTORNEY GENERAL
THE CAPITOL
ALBANY, NY 12224-0341

NYC DEPT. OF FINANCE
375 PEARL STREET
30TH FLOOR
NEW YORK, NY 10038

NYS DEPT. OF TAXATION & FINANCE
PO BOX 5300
ALBANY, NY 12205

OMNI JAY LTD
1 HATAVOR 31
YAZNE, ISRAEL

OPENX TECHNOLOGIES, INC
888 E WALNUT ST
2ND FLOOR
PASADENA, CA 91101

PAUL MASELLI, ESQ.
600 ALEXANDER ROAD
SUITE 3-4A
PRINCETON, NJ 08540

PEAK MEDIA INC.
106 W. 32ND ST
NEW YORK, NY 10001

PIXALATE INC.
2209 EL CAMINO REAL, #202
PALO ALTO, CA 94306

PLAYBUZZ LTD.
3 ALUF KALMAN MAGEN ST.
BUILDING A, 1ST FLOOR
TEL AVIV, ISRAEL

POCKETMATH, INC.
600 CONGRESS AVENUE
AUSTIN, TX 78701

POWR, LLC (UNREEL.ME)
1689 SECOND, ST
SARASOTA, FL 34236

PRETIO INTERACTIVE INC.
1124 VANCOUVER ST
VICTORIA, BC
CANADA

PUBNATIVE GMBH
GREIFSWALDER 212 10405
BERLIN 10405
GERMANY

PULSEPOINT INC
360 MADISON AVENUE
14TH FLOOR
NEW YORK, NY 10017

RACKSPACE
ONE FANATICAL PLACE
CITY OF WINDCREST
SAN ANTONIO, TX 78218

ROBERT D. BASS
638 LINDERO CANYON ROAD
SUITE 290
OAK PARK, CA 91377

ROBERT MANOFF 2016 NEVADA TRUST
1880 WARM SPRINGS ROAD
LAS VEGAS, NV 89119

ROBERT S. MANOFF
13 THAMES DRIVE
LIVINGSTON, NJ 07039

RTBIQ, INC.
540 HOWARD STREET, #200
SAN FRANCISCO, CA 94105

RUBICON (MAGNITE)
12181 BLUFF CREEK DRIVE
4TH FLOOR
LOS ANGELES, CA 90094

SM1 GLOBAL PTY LTD
LEVEL 5, 84 PITT STREET
SYDNEY NSW 2100
AUSTRALIA

SMAATO INC.
240 STOCKTON STREET
10TH FLOOR
SAN FRANCISCO, CA 94108

SMARTRTB
320 S BOSTON, STE 847
TULSA, OK 74103

SMARTY ADS/VESTASOFT
122-126 TOOLEY STREET
LONDON SE1 2T
UNITED KINGDOM

SONOBI
444 W. NEW ENGLAND AVE.
SUITE 220
WINTER PARK, FL 32789

SOVRN, INC.
1750 29TH STREET
BOULDER, CO 80302

SPOTXCHANGE (SPOTX)
8181 ARISTA PLACE
BROOMFIELD, CO 80021

STARTAPP
584 BROADWAY, SUITE 1206
NEW YORK, NY 10012

STEPHANIE MENSING
1635 MARKET STREET
SUITE 1600
PHILADELPHIA, PA 19103

STRATHSPEY DIGITAL
165 BROADWAY, 23RD FLOOR
NEW YORK, NY 01000

SVETLANA MCCALMAN
1201 N. ORANGE ST
SUITE 762
WILMINGTON, DE 19801

SWIPETHRU LLC
18 BANK STREET SUITE 206
SUMMIT, NJ 07901

TAPPCELERATO MEDIA, SL
CALLE ROSELLO PORCEL 21, 15B
BARCELONA, SPAIN 08016

THE BIG M
ROTHSCHILD 45
TEL AVIV
ISRAEL

THE MEDIA TRUST
PO BOX 8056
MCLEAN, VA 22106

TODD E. HOUCK
174 GREENVIEW
CLARKSBORO, NJ 08020

TOUCHPAL HK CO LIMITED
SUITE 113A, 11/F, OCEAN CENTRE
HARCOUR CITY 5
CANTON ROAD TSI, HONG KONG

TRIAPODI LTD
HASADNAOT ST. 3
SUITE 206
HERTZELIYA, ISRAEL

UDU DIGITAL
30 N GOULD ST., SUITE R
SHERIDAN, WY 82801

UNITED HEALTHCARE INSURANCE CO.
PO BOX 94017
PALATINE, IL 60094

UNITED STATES ATTORNEY'S OFFICE
86 CHAMBERS STREET
THIRD FLOOR
NEW YORK, NY 10007

UNITED STATES TRUSTEE'S OFFICE
201 VARICK STREET
ROOM 1006
NEW YORK, NY 10014

UNITY TECHNOLOGIES
30 3RD STREET
SAN FRANCISCO, CA 94103

US ATTORNEY GENERAL
950 PENNSYLVANIA AVENUE
WASHINGTON, DC 20300

VASHOOT
1 HATZOTZRA 17
HOD HASHARON 4539704
ISRAEL

VDOPIA, INC.
442 POST STREET
8TH FLOOR
SAN FRANCISCO, CA 94102

VERTICAL MARKETS, INC.
10 E YANONALI
SANTA BARBARA, CA 93101

VERVE WIRELESS
5600 AVENIDA ENCINAS
SUITE 120
CARLSBAD, CA 92008

WAADEX OU
NARVA MNT 5
TALLINN, ESTONIA

WILSON ELSE
200 CAMPUS DRIVE
FLORHAM PARK, NJ 07932

XAPADS MEDIA PTE
111 NORTH BRIDGE ROAD
08-18 PENINSULA PLAZA
SINGAPORE

XERTIVE GLOBAL MEDIA
6 HANECHOSET STREET
TEL AVIV
ISRAEL

ZEDO INC.
437 MADISON AVENUE
NEW YORK, NY 10022

**United States Bankruptcy Court
Southern District of New York**

In re **SoMo Audience Corp.**

Debtor(s)

Case No.
Chapter

11

CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned counsel for **SoMo Audience Corp.** in the above captioned action, certifies that the following is a (are) corporation(s), other than the debtor or a governmental unit, that directly or indirectly own(s) 10% or more of any class of the corporation's(s') equity interests, or states that there are no entities to report under FRBP 7007.1:

Robert Manoff 2016 NevadaTrust
1880 Warm Springs Road
Las Vegas, NV 89119

Robert S. Manoff
13 Thames Drive
Livingston, NJ 07039

Todd E. Houck
174 Greenview
Clarksboro, NJ 08020

☐ None [Check if applicable]

March 11, 2021

Date

/s/ David H. Hartheimer

David H. Hartheimer
Signature of Attorney or Litigant
Counsel for **SoMo Audience Corp.**
Mayerson & Hartheimer PLLC
845 Third Avenue
New York, NY 10022
646-778-4381
david@mhlaw-ny.com

BALANCE SHEET

8:49 PM

03/10/21

Accrual Basis

SoMo Audience Corp.

Balance Sheet

As of March 10, 2021

	Mar 10, 21
ASSETS	
Current Assets	
Checking/Savings	
Investors Bank	36,150.03
Total Checking/Savings	36,150.03
Accounts Receivable	
Accounts Receivable	2,895,534.83
Total Accounts Receivable	2,895,534.83
Other Current Assets	
Deposits	
CHIONG & WAN CPAs P.C.	20,000.00
Feder Kaszovitz LLP	50,000.00
Horizon Blue Cross Blue Shi...	15,468.84
Mayerson & Hartheimer PLLC	62,073.00
Office Deposit	1,500.00
Omni Management Group Inc	20,000.00
Sherwood Partners Inc.	35,000.00
Total Deposits	204,041.84
Total Other Current Assets	204,041.84
Total Current Assets	3,135,726.70
Fixed Assets	
Furniture & Fixtures	10,821.26
Accum Depreciation - Furniture	-10,821.26
Office Computer & Equipment	27,006.91
Accum.Depreciation-Office Com...	-27,006.91
Total Fixed Assets	0.00
Other Assets	
Organization Cost	1,523.03
Accumulated Amortization	-1,523.03
Total Other Assets	0.00
TOTAL ASSETS	3,135,726.70
LIABILITIES & EQUITY	
Liabilities	
Current Liabilities	
Accounts Payable	
Accounts Payable	2,745,036.23
Total Accounts Payable	2,745,036.23
Credit Cards	
Chase Credit Card#2796(9793)	60,804.93
Total Credit Cards	60,804.93

8:49 PM

03/10/21

Accrual Basis

SoMo Audience Corp.

Balance Sheet

As of March 10, 2021

	<u>Mar 10, 21</u>
Other Current Liabilities	
Payroll Payable	44,896.54
Loan Payable-Hive Core LLC	13,750.00
Loan Payable-BRS	18,350.00
Chase Line of Credit #2004	1,286,113.00
Accrued Taxes	21,745.00
Chase Overdrawn Funds	133.16
Loan Payable - Todd	7,142.90
Payroll Liabilities	100.23
Total Other Current Liabilities	<u>1,392,230.83</u>
Total Current Liabilities	<u>4,198,071.99</u>
Total Liabilities	<u>4,198,071.99</u>
Equity	
Capital Stock	2,000.00
Retained Earnings	-882,857.10
Net Income	-181,488.19
Total Equity	<u>-1,062,345.29</u>
TOTAL LIABILITIES & EQUITY	<u><u>3,135,726.70</u></u>

CASH-FLOW STATEMENT

8:53 PM

03/10/21

SoMo Audience Corp.
Statement of Cash Flows
January 1 through March 10, 2021

	<u>Jan 1 - Mar 10,...</u>
OPERATING ACTIVITIES	
Net Income	-181,488.19
Adjustments to reconcile Net Income to net cash provided by operations:	
Federal Tax Refund Receivable	400,178.06
Deposits:CHIONG & WAN CPAs P.C.	-20,000.00
Deposits:Feder Kaszovitz LLP	-50,000.00
Deposits:Horizon Blue Cross Blue Shi...	-15,468.84
Deposits:Mayerson & Hartheimer PLLC	-62,073.00
Deposits:Office Deposit	-1,500.00
Deposits:Omni Management Group Inc	-20,000.00
Deposits:Sherwood Partners Inc.	-35,000.00
Accounts Payable	-18,705.38
Chase Credit Card#2796(9793)	1,389.81
Payroll Payable	16,666.68
Loan Payable-Hive Core LLC	6,875.00
Loan Payable-BRS	11,475.00
Chase Overdrawn Funds	133.16
Payroll Liabilities	-537.72
Net cash provided by Operating Activities	31,944.58
FINANCING ACTIVITIES	
Retained Earnings	1,500.00
Net cash provided by Financing Activities	1,500.00
Net cash increase for period	33,444.58
Cash at beginning of period	2,705.45
Cash at end of period	<u>36,150.03</u>

STATEMENT OF OPERATIONS

8:51 PM

SoMo Audience Corp.**Profit & Loss**

03/10/21

January 1 through March 10, 2021

Accrual Basis

	<u>Jan 1 - Mar 10, 21</u>
Ordinary Income/Expense	
Income	
Licensing Fee Income	6,250.00
Total Income	6,250.00
Cost of Goods Sold	
Online Storage	17,429.25
Total COGS	17,429.25
Gross Profit	-11,179.25
Expense	
Bank/Paypal Service Charges	30.00
Consulting Fee	5,000.00
Computer Supplies/Expense	154.00
Insurance Expense	
Medical & Dental	22,604.11
Workers' Comp	231.23
Total Insurance Expense	22,835.34
Interest & Late Fees	718.43
Internet Expense	983.34
Payroll Expense-Officer Accr...	16,666.68
Payroll Expenses	111,666.72
Payroll Service Fee	620.50
Payroll Taxes	
PA-SUI	181.76
NJ State Disability	333.32
NJ-SUI	66.68
FICA	6,923.32
Medicare	1,619.18
FUTA	76.00
Total Payroll Taxes	9,200.26
Professional Fees	
Accounting	10,376.00
Legal	69,007.67
Total Professional Fees	79,383.67
Rent Expense	
Rent - NJ	2,250.00
Total Rent Expense	2,250.00
Total Expense	249,508.94
Net Ordinary Income	-260,688.19
Other Income/Expense	
Other Income	
PPP Loan 2	79,200.00
Total Other Income	79,200.00
Net Other Income	79,200.00
Net Income	-181,488.19

FEDERAL TAX RETURN

Form 1139 (Rev. October 2018) Department of the Treasury Internal Revenue Service		Corporation Application for Tentative Refund mt 1 ▶ Go to www.irs.gov/Form1139 for instructions and the latest information. ▶ Do not file with the corporation's income tax return—file separately. ▶ Keep a copy of this application for your records.				OMB No. 1545-0123	
Name SOMO AUDIENCE CORP						Employer identification number 2081	
Number, street, and room or suite no. If a P.O. box, see instructions. 95 SUMMIT AVENUE, SUITE 403						Date of incorporation 05/07/2012	
City or town, state, and ZIP code SUMMIT NJ 07901						Daytime phone number 908-263-7051	
1 Reason(s) for filing. See instructions— attach computation		a Net operating loss (NOL) ▶ \$ 1,279,849		c Unused general business credit ▶ \$		d Other ▶ \$	
2 Return for year of loss, unused credit, or overpayment under section 1341(b)(1) ▶		a Tax year ended 12/31/19		b Date tax return filed 04/15/20		c Service center where filed Kansas City, MO 64999	
3 If this application is for an unused credit created by another carryback, enter ending date for the tax year of the first carryback ▶							
4 Did a loss result in the release of a foreign tax credit, or is the corporation carrying back a general business credit that was released because of the release of a foreign tax credit (see instructions)? If "Yes," the corporation must file an amended return to carry back the released credits <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No							
5a Was a consolidated return filed for any carryback year or did the corporation join a consolidated group (see instructions)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No							
b If "Yes," enter the tax year ending date and the name of the common parent and its EIN, if different from above (see instructions) ▶							
6a If Form 1138 has been filed, was an extension of time granted for filing the return for the tax year of the NOL? <input type="checkbox"/> Yes <input type="checkbox"/> No							
b If "Yes," enter the date to which extension was granted ▶ c Enter the date Form 1138 was filed ▶							
d Unpaid tax for which Form 1138 is in effect ▶ \$							
7 If the corporation changed its accounting period, enter the date permission to change was granted ▶							
8 If this is an application for a dissolved corporation, enter date of dissolution ▶							
9 Has the corporation filed a petition in Tax Court for the year or years to which the carryback is to be applied? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No							
10 Is any part of the decrease in tax due to a loss or credit resulting from a reportable transaction required to be disclosed? If "Yes," attach Form 8886 <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No							
Computation of Decrease in Tax		3rd preceding tax year ended ▶ 12/31/16		2nd preceding tax year ended ▶ 12/31/17		1st preceding tax year ended ▶ 12/31/18	
See instructions.		(a) Before carryback		(b) After carryback		(c) Before carryback	
(d) After carryback		(e) Before carryback		(f) After carryback			
11 Taxable income from tax return		603,815		603,815		595,090	
12 Capital loss carryback (see instructions)							
13 Subtract line 12 from line 11		603,815		595,090		0	
14 NOL deduction (see instructions)		572,227		595,090			
15 Taxable income. Subtract line 14 from line 13		31,588		0			
16 Income tax		205,297		10,740		202,331	
17 Alternative minimum tax							
18 Base erosion minimum tax (Attach Form 8991)							
19 Add lines 16 and 18		205,297		10,740		202,331	
20 General business credit (see instructions)							
21 Other credits (see instr.)							
22 Total credits. Add lines 20 and 21							
23 Subtract line 22 from line 19		205,297		10,740		202,331	
24 Personal holding company tax (Sch. PH (Form 1120))							
25 Other taxes (see instructions)							
26 Total tax liability. Add lines 23 through 25		205,297		10,740		202,331	
27 Enter amount from "After carryback" column on line 26 for each year		10,740		0		0	
28 Decrease in tax. Subtract line 27 from line 26		194,557		202,331		0	
29 Overpayment of tax due to a claim of right adjustment under section 1341(b)(1) (attach computation)							
Sign Here		Under penalties of perjury, I declare that I have examined this application and accompanying schedules and statements, and to the best of my knowledge and belief, they are true, correct, and complete.					
Signature of officer		President					
ROBERT MANOFF		Date Title					
Print/Type preparer's name		Date					
Joseph Wan, CPA		06/02/20					
Preparer's signature		Check <input type="checkbox"/> if self-employed PTIN					
Firm's name ▶ Chiong & Wan CPAs P.C.		Firm's EIN ▶ 13-135274					
Firm's address ▶ 485 Madison Ave Ste 1600		Phone no.					
New York, NY 10022		212-752-0854					

Form **1139**(Rev. October 2018)
Department of the Treasury
Internal Revenue Service**Corporation Application for Tentative Refund**

- Go to www.irs.gov/Form1139 for instructions and the latest information.
 ► Do not file with the corporation's income tax return—file separately.
 ► Keep a copy of this application for your records.

OMB No. 1545-0123

Name SOMO AUDIENCE CORP	Employer identification number 43-0302081
Number, street, and room or suite no. If a P.O. box, see instructions. 95 SUMMIT AVENUE, SUITE 403	Date of incorporation 05/07/2012
City or town, state, and ZIP code SUMMIT NJ 07901	Daytime phone number 908-263-7051

1 Reason(s) for filing. See instructions— attach computation	a Net operating loss (NOL) ▶ \$	b Net capital loss ▶ \$	c Unused general business credit ▶ \$	d Other ▶ \$
2 Return for year of loss, unused credit, or overpayment under section 1341(b)(1) ▶	a Tax year ended	b Date tax return filed	c Service center where filed	
3 If this application is for an unused credit created by another carryback, enter ending date for the tax year of the first carryback ▶				
4 Did a loss result in the release of a foreign tax credit, or is the corporation carrying back a general business credit that was released because of the release of a foreign tax credit (see instructions)? If "Yes," the corporation must file an amended return to carry back the released credits <input type="checkbox"/> Yes <input type="checkbox"/> No				
5a Was a consolidated return filed for any carryback year or did the corporation join a consolidated group (see instructions)? <input type="checkbox"/> Yes <input type="checkbox"/> No				
b If "Yes," enter the tax year ending date and the name of the common parent and its EIN, if different from above (see instructions) ▶				
6a If Form 1138 has been filed, was an extension of time granted for filing the return for the tax year of the NOL? <input type="checkbox"/> Yes <input type="checkbox"/> No				
b If "Yes," enter the date to which extension was granted ▶ c Enter the date Form 1138 was filed ▶				
d Unpaid tax for which Form 1138 is in effect ▶ \$				
7 If the corporation changed its accounting period, enter the date permission to change was granted ▶				
8 If this is an application for a dissolved corporation, enter date of dissolution ▶				
9 Has the corporation filed a petition in Tax Court for the year or years to which the carryback is to be applied? <input type="checkbox"/> Yes <input type="checkbox"/> No				
10 Is any part of the decrease in tax due to a loss or credit resulting from a reportable transaction required to be disclosed? If "Yes," attach Form 8886 <input type="checkbox"/> Yes <input type="checkbox"/> No				

See instructions.	preceding tax year ended ▶		5th preceding tax year ended ▶ 12/31/14		4th preceding tax year ended ▶ 12/31/15	
	(a) Before carryback	(b) After carryback	(c) Before carryback	(d) After carryback	(e) Before carryback	(f) After carryback
11 Taxable income from tax return			18,251	18,251	69,462	69,462
12 Capital loss carryback (see instructions)						
13 Subtract line 12 from line 11				18,251		69,462
14 NOL deduction (see instructions)						
15 Taxable income. Subtract line 14 from line 13				18,251		69,462
16 Income tax			2,738		12,366	
17 Alternative minimum tax						
18 Base erosion minimum tax (Attach Form 8991)						
19 Add lines 16 and 18			2,738	0	12,366	0
20 General business credit (see instructions)						
21 Other credits (see instr.)						
22 Total credits. Add lines 20 and 21						
23 Subtract line 22 from line 19			2,738	0	12,366	0
24 Personal holding company tax (Sch. PH (Form 1120))						
25 Other taxes (see instructions)						
26 Total tax liability. Add lines 23 through 25			2,738	0	12,366	0
27 Enter amount from "After carryback" column on line 26 for each year			0		0	
28 Decrease in tax. Subtract line 27 from line 26			2,738		12,366	
29 Overpayment of tax due to a claim of right adjustment under section 1341(b)(1) (attach computation)						

Sign Here Under penalties of perjury, I declare that I have examined this application and accompanying schedules and statements, and to the best of my knowledge and belief, they are true, correct, and complete.

Paid Preparer Use Only	Signature of officer ROBERT MANOFF	Date	Title President	
	Print/Type preparer's name Joseph Wan, CPA	Preparer's signature	Date 06/01/20	Check <input type="checkbox"/> if self-employed PTIN 13074344
	Firm's name Chiong & Wan CPAs P.C.	Firm's EIN 13-1135274	Phone no. 212-752-0854	
	Firm's address 485 Madison Ave Ste 1600 New York, NY 10022			

2081

Federal Statements**Unit 1****Statement 1 - Form 1139 Application for Tentative Refund - Footnote Explanation**

<u>Description</u>	<u>Amount</u>
THE TAXPAYER HAS FILED FORM 1139 UNDER NOTICE 2020-26 TO CARRYBACK 2018 NOL TO OFFSET 2014, 2015 AND PART OF 2016 TAXABLE INCOME. THEREFORE, THE TAXPAYER CARRIES BACK 2019 NOL TO OFFSET 2016 AND 2017 TAXABLE INCOME.	\$
2019 NOL CARRYBACK TO 2016	572,227
2019 NOL CARRYBACK TO 2017	595,090
Total	\$ <u>1,167,317</u>

Form 1139 <small>(Rev. October 2018) Department of the Treasury Internal Revenue Service</small>		Corporation Application for Tentative Refund Stmt 1 ▶ Go to www.irs.gov/Form1139 for instructions and the latest information. ▶ Do not file with the corporation's income tax return—file separately. ▶ Keep a copy of this application for your records.				OMB No. 1545-0123	
Name SOMO AUDIENCE CORP				Employer identification number 43-3302081			
Number, street, and room or suite no. If a P.O. box, see instructions. 95 SUMMIT AVENUE, SUITE 403				Date of incorporation 05/07/2012			
City or town, state, and ZIP code SUMMIT NJ 07901				Daytime phone number 908-263-7051			

1	Reason(s) for filing. See instructions—attach computation	a Net operating loss (NOL) ▶ \$ 1,279,849	c Unused general business credit ▶ \$	
	b Net capital loss ▶ \$		d Other ▶ \$	

2	Return for year of loss, unused credit, or overpayment under section 1341(b)(1) ▶	a Tax year ended 12/31/19	b Date tax return filed 04/15/20	c Service center where filed Kansas City, MO 64999
---	---	----------------------------------	---	---

3 If this application is for an unused credit created by another carryback, enter ending date for the tax year of the first carryback ▶

4 Did a loss result in the release of a foreign tax credit, or is the corporation carrying back a general business credit that was released because of the release of a foreign tax credit (see instructions)? If "Yes," the corporation must file an amended return to carry back the released credits ☐ Yes ☒ No

5a Was a consolidated return filed for any carryback year or did the corporation join a consolidated group (see instructions)? ☐ Yes ☒ No

b If "Yes," enter the tax year ending date and the name of the common parent and its EIN, if different from above (see instructions) ▶

6a If Form 1138 has been filed, was an extension of time granted for filing the return for the tax year of the NOL? ☐ Yes ☐ No

b If "Yes," enter the date to which extension was granted ▶ c Enter the date Form 1138 was filed ▶

d Unpaid tax for which Form 1138 is in effect ▶ \$

7 If the corporation changed its accounting period, enter the date permission to change was granted ▶

8 If this is an application for a dissolved corporation, enter date of dissolution ▶

9 Has the corporation filed a petition in Tax Court for the year or years to which the carryback is to be applied? ☐ Yes ☒ No

10 Is any part of the decrease in tax due to a loss or credit resulting from a reportable transaction required to be disclosed? If "Yes," attach Form 8886 ☐ Yes ☒ No

Computation of Decrease in Tax		3rd preceding tax year ended ▶ 12/31/16		2nd preceding tax year ended ▶ 12/31/17		1st preceding tax year ended ▶ 12/31/18	
See instructions.		(a) Before carryback	(b) After carryback	(c) Before carryback	(d) After carryback	(e) Before carryback	(f) After carryback
11	Taxable income from tax return	603,815	603,815	595,090	595,090	-119,301	-119,301
12	Capital loss carryback (see instructions)						
13	Subtract line 12 from line 11		603,815		595,090		0
14	NOL deduction (see instructions)		572,227		595,090		
15	Taxable income. Subtract line 14 from line 13		31,588		0		
16	Income tax	205,297	10,740	202,331	0		
17	Alternative minimum tax						
18	Base erosion minimum tax (Attach Form 8991)						
19	Add lines 16 and 18	205,297	10,740	202,331	0	0	0
20	General business credit (see instructions)						
21	Other credits (see instr.)						
22	Total credits. Add lines 20 and 21						
23	Subtract line 22 from line 19	205,297	10,740	202,331	0	0	0
24	Personal holding company tax (Sch. PH (Form 1120))						
25	Other taxes (see instructions)						
26	Total tax liability. Add lines 23 through 25	205,297	10,740	202,331	0	0	0
27	Enter amount from "After carryback" column on line 26 for each year	10,740		0		0	
28	Decrease in tax. Subtract line 27 from line 26	194,557		202,331		0	
29	Overpayment of tax due to a claim of right adjustment under section 1341(b)(1) (attach computation)						

Sign Here Under penalties of perjury, I declare that I have examined this application and accompanying schedules and statements, and to the best of my knowledge and belief, they are true, correct, and complete.

Signature of officer **ROBERT MANOFF** Date **06/02/20** Title **President**

Print/Type preparer's name Joseph Wan, CPA	Preparer's signature <i>Joseph Wan</i>	Date 06/02/20	Check <input type="checkbox"/> if self-employed	PTIN 44344
Firm's name ▶ Chiong & Wan CPAs P.C.			Firm's EIN ▶ 13-435274	
Firm's address ▶ 485 Madison Ave Ste 1600 New York, NY 10022			Phone no. 212-752-0854	

For Paperwork Reduction Act Notice, see separate instructions. DAA

Form **1139** (Rev. 10-2018)

Form 1139 <small>(Rev. October 2018) Department of the Treasury Internal Revenue Service</small>		Corporation Application for Tentative Refund ▶ Go to www.irs.gov/Form1139 for instructions and the latest information. ▶ Do not file with the corporation's income tax return—file separately. ▶ Keep a copy of this application for your records.				OMB No. 1545-0123	
Name SOMO AUDIENCE CORP				Employer identification number 2081			
Number, street, and room or suite no. If a P.O. box, see instructions. 95 SUMMIT AVENUE, SUITE 403				Date of incorporation 05/07/2012			
City or town, state, and ZIP code SUMMIT NJ 07901				Daytime phone number 908-263-7051			

1	Reason(s) for filing. See instructions—attach computation	a Net operating loss (NOL) ▶ \$	b Net capital loss ▶ \$	c Unused general business credit ▶ \$	d Other ▶ \$
2	Return for year of loss, unused credit, or overpayment under section 1341(b)(1) ▶	a Tax year ended	b Date tax return filed	c Service center where filed	
3	If this application is for an unused credit created by another carryback, enter ending date for the tax year of the first carryback ▶				
4	Did a loss result in the release of a foreign tax credit, or is the corporation carrying back a general business credit that was released because of the release of a foreign tax credit (see instructions)? If "Yes," the corporation must file an amended return to carry back the released credits				
5a	Was a consolidated return filed for any carryback year or did the corporation join a consolidated group (see instructions)?				
b	If "Yes," enter the tax year ending date and the name of the common parent and its EIN, if different from above (see instructions) ▶				
6a	If Form 1138 has been filed, was an extension of time granted for filing the return for the tax year of the NOL? <input type="checkbox"/> Yes <input type="checkbox"/> No				
b	If "Yes," enter the date to which extension was granted ▶		c Enter the date Form 1138 was filed ▶		
d	Unpaid tax for which Form 1138 is in effect ▶ \$				
7	If the corporation changed its accounting period, enter the date permission to change was granted ▶				
8	If this is an application for a dissolved corporation, enter date of dissolution ▶				
9	Has the corporation filed a petition in Tax Court for the year or years to which the carryback is to be applied? <input type="checkbox"/> Yes <input type="checkbox"/> No				
10	Is any part of the decrease in tax due to a loss or credit resulting from a reportable transaction required to be disclosed? If "Yes," attach Form 8886 <input type="checkbox"/> Yes <input type="checkbox"/> No				

Computation of Decrease in Tax	preceding tax year ended ▶		5th preceding tax year ended ▶ 12/31/14		4th preceding tax year ended ▶ 12/31/15	
See instructions.	(a) Before carryback	(b) After carryback	(c) Before carryback	(d) After carryback	(e) Before carryback	(f) After carryback
11 Taxable income from tax return			18,251	18,251	69,462	69,462
12 Capital loss carryback (see instructions)						
13 Subtract line 12 from line 11				18,251		69,462
14 NOL deduction (see instructions)						
15 Taxable income. Subtract line 14 from line 13				18,251		69,462
16 Income tax			2,738		12,366	
17 Alternative minimum tax						
18 Base erosion minimum tax (Attach Form 8991)						
19 Add lines 16 and 18			2,738	0	12,366	0
20 General business credit (see instructions)						
21 Other credits (see instr.)						
22 Total credits. Add lines 20 and 21						
23 Subtract line 22 from line 19			2,738	0	12,366	0
24 Personal holding company tax (Sch. PH (Form 1120))						
25 Other taxes (see instructions)						
26 Total tax liability. Add lines 23 through 25			2,738	0	12,366	0
27 Enter amount from "After carryback" column on line 26 for each year			0		0	
28 Decrease in tax. Subtract line 27 from line 26			2,738		12,366	
29 Overpayment of tax due to a claim of right adjustment under section 1341(b)(1) (attach computation)						

Sign Here Under penalties of perjury, I declare that I have examined this application and accompanying schedules and statements, and to the best of my knowledge and belief, they are true, correct, and complete.					
Signature of officer ROBERT MANOFF		Date		Title President	
Print/Type preparer's name Joseph Wan, CPA		Preparer's signature		Date 06/01/20	
Firm's name ▶ Chiong & Wan CPAs P.C.		Check <input type="checkbox"/> if self-employed		PTIN 83344	
Firm's address ▶ 485 Madison Ave Ste 1600 New York, NY 10022		Firm's EIN ▶ 13-135274			
		Phone no. 212-752-0854			

1120 Form Department of the Treasury Internal Revenue Service		U.S. Corporation Income Tax Return		OMB No. 1545-0123		
		For calendar year 2019 or tax year beginning _____, ending _____ Go to www.irs.gov/Form1120 for instructions and the latest information.		2019		
A Check if: 1a Consolidated return (attach Form 851) <input type="checkbox"/> b Life/nonlife consolidated return <input type="checkbox"/> 2 Personal holding co. (attach Sch. PH) <input type="checkbox"/> 3 Personal service corp. (see instructions) <input type="checkbox"/> 4 Schedule M-3 attached <input type="checkbox"/>		TYPE OR PRINT	Name SOMO AUDIENCE CORP		B Employer identification number 43-00002081	
			Number, street, and room or suite no. If a P.O. box, see instructions. 95 SUMMIT AVENUE, SUITE 403		C Date incorporated 05/07/2012	
			City or town, state, or province, country, and ZIP or foreign postal code SUMMIT NJ 07901		D Total assets (see instructions) \$ 3,655,341	
			E Check if: (1) <input type="checkbox"/> Initial return (2) <input type="checkbox"/> Final return (3) <input type="checkbox"/> Name change (4) <input checked="" type="checkbox"/> Address change			
Income	1a Gross receipts or sales	1a	6,328,420		1c	6,328,420
	b Returns and allowances	1b			2	4,130,179
	c Balance. Subtract line 1b from line 1a			3	2,198,241	
	2 Cost of goods sold (attach Form 1125-A)			4		
	3 Gross profit. Subtract line 2 from line 1c			5		
	4 Dividends and inclusions (Schedule C, line 23)			6		
	5 Interest			7		
	6 Gross rents			8		
	7 Gross royalties			9		
	8 Capital gain net income (attach Schedule D (Form 1120))			10	58,816	
	9 Net gain or (loss) from Form 4797, Part II, line 17 (attach Form 4797)			11	2,257,057	
10 Other income (see instructions—attach statement)	See Stmt 1		12	500,000		
11 Total income. Add lines 3 through 10			13	740,733		
Deductions (See instructions for limitations on deductions.)	12 Compensation of officers (see instructions—attach Form 1125-E)			14		
	13 Salaries and wages (less employment credits)			15	83,738	
	14 Repairs and maintenance			16	35,160	
	15 Bad debts			17	117,834	
	16 Rents			18	115,690	
	17 Taxes and licenses			19		
	18 Interest (see instructions)			20		
	19 Charitable contributions			21		
	20 Depreciation from Form 4562 not claimed on Form 1125-A or elsewhere on return (attach Form 4562)			22	2,263	
	21 Depletion			23		
	22 Advertising			24		
23 Pension, profit-sharing, etc., plans			25			
24 Employee benefit programs			26	1,941,488		
25 Reserved for future use			27	3,536,906		
26 Other deductions (attach statement)	See Stmt 2		28	-1,279,849		
27 Total deductions. Add lines 12 through 26			29a			
28 Taxable income before net operating loss deduction and special deductions. Subtract line 27 from line 11			29b			
29a Net operating loss deduction (see instructions)			29c			
b Special deductions (Schedule C, line 24)			30	-1,279,849		
c Add lines 29a and 29b			31	0		
Tax, Refundable Credits, and Payments	30 Taxable income. Subtract line 29c from line 28. See instructions			32	0	
	31 Total tax (Schedule J, Part I, line 11)			33		
	32 2019 net 965 tax liability paid (Schedule J, Part II, line 12)			34		
	33 Total payments, credits, and section 965 net tax liability (Schedule J, Part III, line 23)			35		
	34 Estimated tax penalty. See instructions. Check if Form 2220 is attached <input type="checkbox"/>			36		
	35 Amount owed. If line 33 is smaller than the total of lines 31, 32, and 34, enter amount owed			37		
	36 Overpayment. If line 33 is larger than the total of lines 31, 32, and 34, enter amount overpaid					
37 Enter amount from line 36 you want: Credited to 2020 estimated tax <input checked="" type="checkbox"/> Refunded <input type="checkbox"/>						
Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.						
Sign Here		Signature of officer ROBERT MANOFF		Date 06/01/20		
		Title President				
Paid Preparer Use Only	Print/type preparer's name Joseph Wan, CPA		Preparer's signature		PTIN 4344	
	Firm's name Chiong & Wan CPAs P.C.		Firm's EIN 13-4135274			
	Firm's address 485 Madison Ave Ste 1600 New York, NY 10022		Phone no. 212-752-0854			

For Paperwork Reduction Act Notice, see separate instructions.
DAA

Form 1120 (2019)

Form 1120 (2019) **SOMO AUDIENCE CORP**

43,330,2081

Page **2**

Schedule C Dividends, Inclusions, and Special Deductions (see instructions)		(a) Dividends and inclusions	(b) %	(c) Special deductions (a) x (b)
1	Dividends from less-than-20%-owned domestic corporations (other than debt-financed stock)		50	
2	Dividends from 20%-or-more-owned domestic corporations (other than debt-financed stock)		65	
3	Dividends on certain debt-financed stock of domestic and foreign corporations		see instructions	
4	Dividends on certain preferred stock of less-than-20%-owned public utilities		23.3	
5	Dividends on certain preferred stock of 20%-or-more-owned public utilities		26.7	
6	Dividends from less-than-20%-owned foreign corporations and certain FSCs		50	
7	Dividends from 20%-or-more-owned foreign corporations and certain FSCs		65	
8	Dividends from wholly owned foreign subsidiaries		100	
9	Subtotal. Add lines 1 through 8. See instructions for limitations		see instructions	
10	Dividends from domestic corporations received by a small business investment company operating under the Small Business Investment Act of 1958		100	
11	Dividends from affiliated group members		100	
12	Dividends from certain FSCs		100	
13	Foreign-source portion of dividends received from a specified 10%-owned foreign corporation (excluding hybrid dividends) (see instructions)		100	
14	Dividends from foreign corporations not included on line 3, 6, 7, 8, 11, 12, or 13 (including any hybrid dividends)			
15	Section 965(a) inclusion		see instructions	
16a	Subpart F inclusions derived from the sale by a controlled foreign corporation (CFC) of the stock of a lower-tier foreign corporation treated as a dividend (attach Form(s) 5471) (see instructions)		100	
b	Subpart F inclusions derived from hybrid dividends of tiered corporations (attach Form(s) 5471) (see instructions)			
c	Other inclusions from CFCs under subpart F not included on line 15, 16a, 16b, or 17 (attach Form(s) 5471) (see instructions)			
17	Global Intangible Low-Taxed Income (GILTI) (attach Form(s) 5471 and Form 8992)			
18	Gross-up for foreign taxes deemed paid			
19	IC-DISC and former DISC dividends not included on line 1, 2, or 3			
20	Other dividends			
21	Deduction for dividends paid on certain preferred stock of public utilities			
22	Section 250 deduction (attach Form 8993)			
23	Total dividends and inclusions. Add column (a), lines 9 through 20. Enter here and on page 1, line 4			
24	Total special deductions. Add column (c), lines 9 through 22. Enter here and on page 1, line 29b			

Form **1120** (2019)

Form 1120 (2019) **SOMO AUDIENCE CORP**

02081

Page **3****Schedule J Tax Computation and Payment** (see instructions)**Part I—Tax Computation**

1	Check if the corporation is a member of a controlled group (attach Schedule O (Form 1120)). See instructions	<input type="checkbox"/>	
2	Income tax. See instructions	2	0
3	Base erosion minimum tax (attach Form 8991)	3	
4	Add lines 2 and 3	4	0
5a	Foreign tax credit (attach Form 1118)	5a	
b	Credit from Form 8834 (see instructions)	5b	
c	General business credit (attach Form 3800)	5c	
d	Credit for prior year minimum tax (attach Form 8827)	5d	
e	Bond credits from Form 8912	5e	
6	Total credits. Add lines 5a through 5e	6	
7	Subtract line 6 from line 4	7	
8	Personal holding company tax (attach Schedule PH (Form 1120))	8	
9a	Recapture of investment credit (attach Form 4255)	9a	
b	Recapture of low-income housing credit (attach Form 8611)	9b	
c	Interest due under the look-back method—completed long-term contracts (attach Form 8697)	9c	
d	Interest due under the look-back method—income forecast method (attach Form 8866)	9d	
e	Alternative tax on qualifying shipping activities (attach Form 8902)	9e	
f	Other (see instructions—attach statement)	9f	
10	Total. Add lines 9a through 9f	10	
11	Total tax. Add lines 7, 8, and 10. Enter here and on page 1, line 31	11	0

Part II—Section 965 Payments (see instructions)

12	2019 net 965 tax liability paid from Form 965-B, Part II, column (k), line 3. Enter here and on page 1, line 32	12	
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Part III—Payments, Refundable Credits, and Section 965 Net Tax Liability

13	2018 overpayment credited to 2019	13	
14	2019 estimated tax payments	14	
15	2019 refund applied for on Form 4466	15	()
16	Combine lines 13, 14, and 15	16	
17	Tax deposited with Form 7004	17	
18	Withholding (see instructions)	18	
19	Total payments. Add lines 16, 17, and 18	19	
20	Refundable credits from:		
a	Form 2439	20a	
b	Form 4136	20b	
c	Form 8827, line 5c	20c	
d	Other (attach statement—see instructions)	20d	
21	Total credits. Add lines 20a through 20d	21	
22	2019 net 965 tax liability paid from Form 965-B, Part I, column (d), line 3. See instructions	22	
23	Total payments, credits, and section 965 net tax liability. Add lines 19, 21, and 22. Enter here and on page 1, line 33	23	

Form **1120** (2019)

Form 1120 (2019) **SOMO AUDIENCE CORP**

02081

Page **4**

Schedule K Other Information (see instructions)

1	Check accounting method: a <input type="checkbox"/> Cash b <input checked="" type="checkbox"/> Accrual c <input type="checkbox"/> Other (specify) ▶	Yes	No
2	See the instructions and enter the:		
a	Business activity code no. ▶ 541800		
b	Business activity ▶ DIGITAL ADVERTISIN		
c	Product or service ▶ Service		
3	Is the corporation a subsidiary in an affiliated group or a parent-subsidiary controlled group? If "Yes," enter name and EIN of the parent corporation ▶		X
4	At the end of the tax year:		
a	Did any foreign or domestic corporation, partnership (including any entity treated as a partnership), trust, or tax-exempt organization own directly 20% or more, or own, directly or indirectly, 50% or more of the total voting power of all classes of the corporation's stock entitled to vote? If "Yes," complete Part I of Schedule G (Form 1120) (attach Schedule G)		X
b	Did any individual or estate own directly 20% or more, or own, directly or indirectly, 50% or more of the total voting power of all classes of the corporation's stock entitled to vote? If "Yes," complete Part II of Schedule G (Form 1120) (attach Schedule G)	X	
5	At the end of the tax year, did the corporation:		
a	Own directly 20% or more, or own, directly or indirectly, 50% or more of the total voting power of all classes of stock entitled to vote of any foreign or domestic corporation not included on Form 851, Affiliations Schedule? For rules of constructive ownership, see instructions. If "Yes," complete (i) through (iv) below.		X
(i) Name of Corporation		(ii) Employer Identification Number (if any)	(iii) Country of Incorporation
			(iv) Percentage Owned in Voting Stock
b	Own directly an interest of 20% or more, or own, directly or indirectly, an interest of 50% or more in any foreign or domestic partnership (including an entity treated as a partnership) or in the beneficial interest of a trust? For rules of constructive ownership, see instructions. If "Yes," complete (i) through (iv) below.		X
(i) Name of Entity		(ii) Employer Identification Number (if any)	(iii) Country of Organization
			(iv) Maximum Percentage Owned in Profit, Loss, or Capital
6	During this tax year, did the corporation pay dividends (other than stock dividends and distributions in exchange for stock) in excess of the corporation's current and accumulated earnings and profits? See sections 301 and 316. If "Yes," file Form 5452, Corporate Report of Nondividend Distributions. See the instructions for Form 5452. If this is a consolidated return, answer here for the parent corporation and on Form 851 for each subsidiary.		X
7	At any time during the tax year, did one foreign person own, directly or indirectly, at least 25% of the total voting power of all classes of the corporation's stock entitled to vote or at least 25% of the total value of all classes of the corporation's stock? For rules of attribution, see section 318. If "Yes," enter: (a) Percentage owned ▶ and (b) Owner's country ▶ (c) The corporation may have to file Form 5472, Information Return of a 25% Foreign-Owned U.S. Corporation or a Foreign Corporation Engaged in a U.S. Trade or Business. Enter the number of Forms 5472 attached ▶		X
8	Check this box if the corporation issued publicly offered debt instruments with original issue discount ▶ <input type="checkbox"/> If checked, the corporation may have to file Form 8281, Information Return for Publicly Offered Original Issue Discount Instruments.		
9	Enter the amount of tax-exempt interest received or accrued during the tax year ▶ \$ 0		
10	Enter the number of shareholders at the end of the tax year (if 100 or fewer) ▶ 2		
11	If the corporation has an NOL for the tax year and is electing to forego the carryback period, check here (see instructions) ▶ <input type="checkbox"/> If the corporation is filing a consolidated return, the statement required by Regulations section 1.1502-21(b)(3) must be attached or the election will not be valid.		
12	Enter the available NOL carryover from prior tax years (do not reduce it by any deduction reported on page 1, line 29a.) ▶ \$ 119,301		

Form **1120** (2019)

Form 1120 (2019) **SOMO AUDIENCE CORP**

2081

Page **5**

Schedule K Other Information (continued from page 4)

	Yes	No
13 Are the corporation's total receipts (page 1, line 1a, plus lines 4 through 10) for the tax year and its total assets at the end of the tax year less than \$250,000? If "Yes," the corporation is not required to complete Schedules L, M-1, and M-2. Instead, enter the total amount of cash distributions and the book value of property distributions (other than cash) made during the tax year ▶		X
14 Is the corporation required to file Schedule UTP (Form 1120), Uncertain Tax Position Statement? See instructions If "Yes," complete and attach Schedule UTP.		X
15a Did the corporation make any payments in 2019 that would require it to file Form(s) 1099?	X	
b If "Yes," did or will the corporation file required Form(s) 1099?	X	
16 During this tax year, did the corporation have an 80% or more change in ownership, including a change due to redemption of its own stock?		X
17 During or subsequent to this tax year, but before the filing of this return, did the corporation dispose of more than 65% (by value) of its assets in a taxable, non-taxable, or tax deferred transaction?		X
18 Did the corporation receive assets in a section 351 transfer in which any of the transferred assets had a fair market basis or fair market value of more than \$1 million?		X
19 During the corporation's tax year, did the corporation make any payments that would require it to file Forms 1042 and 1042-S under chapter 3 (sections 1441 through 1464) or chapter 4 (sections 1471 through 1474) of the Code?		X
20 Is the corporation operating on a cooperative basis?		X
21 During the tax year, did the corporation pay or accrue any interest or royalty for which the deduction is not allowed under section 267A? See instructions If "Yes," enter the total amount of the disallowed deductions ▶ \$		X
22 Does the corporation have gross receipts of at least \$500 million in any of the 3 preceding tax years? (See sections 59A(e)(2) and (3)) If "Yes," complete and attach Form 8991.		X
23 Did the corporation have an election under section 163(j) for any real property trade or business or any farming business in effect during the tax year? See instructions		X
24 Does the corporation satisfy one or more of the following? See instructions		X
a The corporation owns a pass-through entity with current, or prior year carryover, excess business interest expense.		
b The corporation's aggregate average annual gross receipts (determined under section 448(c)) for the 3 tax years preceding the current tax year are more than \$26 million and the corporation has business interest expense.		
c The corporation is a tax shelter and the corporation has business interest expense. If "Yes," to any, complete and attach Form 8990.		
25 Is the corporation attaching Form 8996 to certify as a Qualified Opportunity Fund? If "Yes," enter amount from Form 8996, line 14 ▶ \$		X

Form **1120** (2019)

Form 1120 (2019) **SOMO AUDIENCE CORP**

02081

Page 6

Schedule L Balance Sheets per Books		Beginning of tax year		End of tax year	
Assets		(a)	(b)	(c)	(d)
1	Cash		257,451		22,364
2a	Trade notes and accounts receivable	6,765,177		3,628,960	
b	Less allowance for bad debts		6,765,177		3,628,960
3	Inventories				
4	U.S. government obligations				
5	Tax-exempt securities (see instructions)				
6	Other current assets (att. stmt.) Stmt 3		317,761		696
7	Loans to shareholders				
8	Mortgage and real estate loans				
9	Other investments (attach stmt.)				
10a	Buildings and other depreciable assets	37,828		37,828	
b	Less accumulated depreciation	37,828	0	37,828	0
11a	Depletable assets				
b	Less accumulated depletion				
12	Land (net of any amortization)				
13a	Intangible assets (amortizable only)	1,523		1,523	
b	Less accumulated amortization	1,523	0	1,523	0
14	Other assets (attach stmt.) Stmt 4		3,900		3,321
15	Total assets		7,344,289		3,655,341
Liabilities and Shareholders' Equity					
16	Accounts payable		4,787,046		2,762,464
17	Mortgages, notes, bonds payable in less than 1 year				
18	Other current liabilities (att. stmt.) Stmt 5		593,982		206,731
19	Loans from shareholders				
20	Mortgages, notes, bonds payable in 1 year or more				
21	Other liabilities (attach statement) Stmt 6		1,250,000		1,257,704
22	Capital stock: a Preferred stock				
b	Common stock	2,000	2,000	2,000	2,000
23	Additional paid-in capital				
24	Retained earnings—Appropriated (att. stmt.)				
25	Retained earnings—Unappropriated		711,261		-573,558
26	Adjustments to SH equity (att. stmt.)				
27	Less cost of treasury stock				
28	Total liabilities and shareholders' equity		7,344,289		3,655,341

Schedule M-1 Reconciliation of Income (Loss) per Books With Income per Return

Note: The corporation may be required to file Schedule M-3. See instructions.

1	Net income (loss) per books	-1,284,819	7	Income recorded on books this year not included on this return (itemize):	
2	Federal income tax per books			Tax-exempt interest \$	
3	Excess of capital losses over capital gains				
4	Income subject to tax not recorded on books this year (itemize):				
5	Expenses recorded on books this year not deducted on this return (itemize):		8	Deductions on this return not charged against book income this year (itemize):	
a	Depreciation \$		a	Depreciation \$	
b	Charitable contributions \$		b	Charitable contributions \$	
c	Travel and entertainment \$	4,970			
		4,970			
6	Add lines 1 through 5	-1,279,849	9	Add lines 7 and 8	
			10	Income (page 1, line 28)—line 6 less line 9	-1,279,849

Schedule M-2 Analysis of Unappropriated Retained Earnings per Books (Line 25, Schedule L)

1	Balance at beginning of year	711,261	5	Distributions: a Cash	
2	Net income (loss) per books	-1,284,819		b Stock	
3	Other increases (itemize):			c Property	
			6	Other decreases (itemize):	
			7	Add lines 5 and 6	
4	Add lines 1, 2, and 3	-573,558	8	Balance at end of year (line 4 less line 7)	-573,558

Form 1120 (2019)

Form **1125-A**

(Rev. November 2018)
Department of the Treasury
Internal Revenue Service

Cost of Goods Sold

▶ Attach to Form 1120, 1120-C, 1120-F, 1120S, or 1065.
▶ Go to www.irs.gov/Form1125A for the latest information.

OMB No. 1545-0123

Name SOMO AUDIENCE CORP		Employer identification number 302081	
1	Inventory at beginning of year	1	
2	Purchases	2	
3	Cost of labor	3	
4	Additional section 263A costs (attach schedule)	4	
5	Other costs (attach schedule) Stmt 7	5	4,130,179
6	Total. Add lines 1 through 5	6	4,130,179
7	Inventory at end of year	7	
8	Cost of goods sold. Subtract line 7 from line 6. Enter here and on Form 1120, page 1, line 2 or the appropriate line of your tax return. See instructions	8	4,130,179

9a Check all methods used for valuing closing inventory:

(i) ☐ Cost

(ii) ☐ Lower of cost or market

(iii) ☐ Other (Specify method used and attach explanation.) ▶

b Check if there was a writedown of subnormal goods ▶ ☐

c Check if the LIFO inventory method was adopted this tax year for any goods (if checked, attach Form 970) ▶ ☐

d If the LIFO inventory method was used for this tax year, enter amount of closing inventory computed under LIFO **9d**

e If property is produced or acquired for resale, do the rules of section 263A apply to the entity? See instructions ☐ Yes ☒ No

f Was there any change in determining quantities, cost, or valuations between opening and closing inventory? If "Yes," attach explanation ☐ Yes ☒ No

For Paperwork Reduction Act Notice, see instructions.

Form **1125-A** (Rev. 11-2018)

**SCHEDULE G
(Form 1120)**

(Rev. December 2011)
Department of the Treasury
Internal Revenue Service

**Information on Certain Persons Owning the
Corporation's Voting Stock**

▶ Attach to Form 1120.
▶ See instructions on page 2.

OMB No. 1545-0123

Name

Employer identification number (EIN)

SOMO AUDIENCE CORP

45-3502081

Part I Certain Entities Owning the Corporation's Voting Stock. (Form 1120, Schedule K, Question 4a). Complete columns (i) through (v) below for any foreign or domestic corporation, partnership (including any entity treated as a partnership), trust, or tax-exempt organization that owns directly 20% or more, or owns, directly or indirectly, 50% or more of the total voting power of all classes of the corporation's stock entitled to vote (see instructions).

(i) Name of Entity	(ii) Employer Identification Number (if any)	(iii) Type of Entity	(iv) Country of Organization	(v) Percentage Owned in Voting Stock

Part II Certain Individuals and Estates Owning the Corporation's Voting Stock. (Form 1120, Schedule K, Question 4b). Complete columns (i) through (iv) below for any individual or estate that owns directly 20% or more, or owns, directly or indirectly, 50% or more of the total voting power of all classes of the corporation's stock entitled to vote (see instructions).

(i) Name of Individual or Estate	(ii) Identifying Number (if any)	(iii) Country of Citizenship (see instructions)	(iv) Percentage Owned in Voting Stock
ROBERT MANOFF	127-58-4984	USA	50.000
TODD HOUCK	147-62-3815	USA	50.000

For Paperwork Reduction Act Notice,
see the Instructions for Form 1120.

Schedule G (Form 1120) (Rev. 12-2011)

Form **4562**Department of the Treasury
Internal Revenue Service (99)**Depreciation and Amortization**
(Including Information on Listed Property)

▶ Attach to your tax return.

▶ Go to www.irs.gov/Form4562 for instructions and the latest information.

OMB No. 1545-0172

2019Attachment
Sequence No. **179**

Name(s) shown on return

Identifying number

SOMO AUDIENCE CORP**2081**

Business or activity to which this form relates

Regular Depreciation**Part I Election To Expense Certain Property Under Section 179****Note:** If you have any listed property, complete Part V before you complete Part I.

1	Maximum amount (see instructions)	1	1,020,000
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation (see instructions)	3	2,550,000
4	Reduction in limitation. Subtract line 3 from line 2. If zero or less, enter -0-	4	
5	Dollar limitation for tax year. Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see instructions	5	1,020,000
6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost
7	Listed property. Enter the amount from line 29	7	
8	Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction. Enter the smaller of line 5 or line 8	9	0
10	Carryover of disallowed deduction from line 13 of your 2018 Form 4562	10	1,079
11	Business income limitation. Enter the smaller of business income (not less than zero) or line 5. See instructions	11	0
12	Section 179 expense deduction. Add lines 9 and 10, but don't enter more than line 11	12	0
13	Carryover of disallowed deduction to 2020. Add lines 9 and 10, less line 12	13	1,079

Note: Don't use Part II or Part III below for listed property. Instead, use Part V.**Part II Special Depreciation Allowance and Other Depreciation (Don't include listed property. See instructions.)**

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year. See instructions	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	

Part III MACRS Depreciation (Don't include listed property. See instructions.)**Section A**

17	MACRS deductions for assets placed in service in tax years beginning before 2019	17	0
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here		

Section B—Assets Placed in Service During 2019 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only—see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs.		S/L	
h Residential rental property			27.5 yrs.	MM	S/L	
i Nonresidential real property			39 yrs.	MM	S/L	

Section C—Assets Placed in Service During 2019 Tax Year Using the Alternative Depreciation System

20a Class life	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only—see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
b 12-year			12 yrs.		S/L	
c 30-year			30 yrs.	MM	S/L	
d 40-year			40 yrs.	MM	S/L	

Part IV Summary (See instructions.)

21	Listed property. Enter amount from line 28	21	
22	Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations—see instructions	22	
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

For Paperwork Reduction Act Notice, see separate instructions.

DAA

There are no amounts for Page 2

Form **4562** (2019)

Net Operating Loss Carryover Worksheet		2019
Form 1120	For calendar year 2019 or tax year beginning _____, ending _____	
Name SOMO AUDIENCE CORP		Employer Identification Number 43-08202081

Preceding Taxable Year	Adj. To NOL Inc/(Loss) After Adj.	Prior Year		Current Year	Next Year
		NOL Utilized (Income Offset)	Carryovers	Income Offset By NOL Carryback/ Carryover NOL Utilized	Carryover
20th 12/31/99					
19th 12/31/00					
18th 12/31/01					
17th 12/31/02					
16th 12/31/03					
15th 12/31/04					
14th 12/31/05					
13th 12/31/06					
12th 12/31/07					
11th 12/31/08					
10th 12/31/09					
9th 12/31/10					
8th 12/31/11					
7th 12/31/12	-184,090	184,090			
6th 12/31/13	-179,339	179,339			
5th 12/31/14	381,680	-363,429		18,251	
4th 12/31/15	69,462			69,462	
3rd 12/31/16	603,815			603,815	
2nd 12/31/17	595,090			588,321	
1st 12/31/18	-119,301		119,301		119,301
NOL Carryover Available To Current Year			119,301		
Current Year	0 -1,279,849			1,279,849	0
NOL Carryover Available To Next Year					119,301

2081

Federal Statements**Statement 1 - Form 1120, Page 1, Line 10 - Other Income**

<u>Description</u>	<u>Amount</u>
CANCELLATION OF DEBT	\$ 58,816
Total	<u>\$ 58,816</u>

Statement 2 - Form 1120, Page 1, Line 26 - Other Deductions

<u>Description</u>	<u>Amount</u>
BOOKS & REFERENCE MATERIALS	\$ 128
POSTAGE & DELIVERY	574
OFFICE EXPENSE & SUPPLIES	828
BENEFIT ADMINISTRATION FEES	894
MOVING EXPENSE	900
DUES & SUBSCRIPTION	936
ONLINE TOOLS	1,280
UTILITIES	2,167
WEB HOSTING & INTERNET	2,396
MARKETING	2,509
PAYROLL SERVICE FEES	2,817
CONFERENCE/SEMINARS/EVENTS	4,021
MERCHANT FEES	8,340
BANK CHARGES	11,372
TELEPHONE	17,760
TRAVEL	19,568
COMPUTER SUPPLIES	23,145
CONSULTING FEES	46,569
INSURANCE	199,623
PROFESSIONAL FEES	218,980
VERIFICATION FEE	271,604
ONLINE STORAGE	1,100,107
50% of Meals	4,970
Total	<u>\$ 1,941,488</u>

Statement 3 - Form 1120, Page 6, Schedule L, Line 6 - Other Current Assets

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>
Prepaid Federal Income Tax	\$ 202,331	\$
Prepaid State Tax	55,472	
Prepaid City Tax	513	
PREPAID EXPENSE	56,645	696
EXCHANGE	2,800	
Total	<u>\$ 317,761</u>	<u>\$ 696</u>

2081

Federal Statements**Statement 4 - Form 1120, Page 6, Schedule L, Line 14 - Other Assets**

Description	Beginning of Year	End of Year
RENT SECURITY DEPOSIT	\$ 3,900	\$ 3,321
Total	\$ 3,900	\$ 3,321

Statement 5 - Form 1120, Page 6, Schedule L, Line 18 - Other Current Liabilities

Description	Beginning of Year	End of Year
State Tax Payable	\$ 18,367	\$ 5,977
City Tax Payable		987
CREDIT CARD CHARGES	196,866	198,703
ACCRUED EXPENSE	377,869	
PAYROLL LIABILITIES	880	1,064
Total	\$ 593,982	\$ 206,731

Statement 6 - Form 1120, Page 6, Schedule L, Line 21 - Other Liabilities

Description	Beginning of Year	End of Year
LINE OF CREDIT	\$ 1,250,000	\$ 1,257,704
Total	\$ 1,250,000	\$ 1,257,704

2081

Federal Statements**Statement 7 - Form 1125-A, Line 5 - Other Costs**

<u>Description</u>	<u>Amount</u>
PUBLISHERS MEDIA EXPENSE	\$ 4,130,179
Total	\$ <u>4,130,179</u>

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1120		U.S. Corporation Income Tax Return		OMB No. 1545-0123	
Form Department of the Treasury Internal Revenue Service		For calendar year 2016 or tax year beginning , ending		2016	
A Check if:		Information about Form 1120 and its separate instructions is at www.irs.gov/form1120 .			
1a Consolidated return (attach Form 851) <input type="checkbox"/>		Name SOMO AUDIENCE CORP		B Employer identification number 2081	
b Life/nonlife consolidated return <input type="checkbox"/>		Number, street, and room or suite no. If a P.O. box, see instructions. 18 BANK STREET SUITE 206		C Date incorporated 05/07/2012	
2 Personal holding co. (attach Sch. PH) <input type="checkbox"/>		City or town, state, or province, country, and ZIP or foreign postal code SUMMIT NJ 07901		D Total assets (see instructions) \$ 3,490,992	
3 Personal service corp. (see instructions) <input type="checkbox"/>					
4 Schedule M-3 attached <input type="checkbox"/>					
TYPE OR PRINT					
E Check if: (1) Initial return (2) Final return (3) Name change (4) Address change					
Income		1a Gross receipts or sales 12,833,580		1c 12,833,580	
b Returns and allowances		1b		2 8,912,659	
c Balance. Subtract line 1b from line 1a				3 3,920,921	
2 Cost of goods sold (attach Form 1125-A)				4	
3 Gross profit. Subtract line 2 from line 1c				5 20	
4 Dividends (Schedule C, line 19)				6	
5 Interest				7	
6 Gross rents				8	
7 Gross royalties				9	
8 Capital gain net income (attach Schedule D (Form 1120))				10	
9 Net gain or (loss) from Form 4797, Part II, line 17 (attach Form 4797)				11 3,920,941	
10 Other income (see instructions—attach statement)				12 852,000	
11 Total income. Add lines 3 through 10				13 685,124	
Deductions (See instructions for limitations on deductions.)		12 Compensation of officers (see instructions—attach Form 1125-E)		14	
13 Salaries and wages (less employment credits)		14		15 363	
14 Repairs and maintenance		15		16 33,210	
15 Bad debts		16		17 136,565	
16 Rents		17		18 13,009	
17 Taxes and licenses		18		19	
18 Interest		19		20 5,735	
19 Charitable contributions		20		21	
20 Depreciation from Form 4562 not claimed on Form 1125-A or elsewhere on return (attach Form 4562)		21		22 1,524	
21 Depletion		22		23	
22 Advertising		23		24	
23 Pension, profit-sharing, etc., plans		24		25	
24 Employee benefit programs		25		26 1,589,596	
25 Domestic production activities deduction (attach Form 8903)		26		27 3,889,353	
26 Other deductions (attach statement) See Stmt 1		27		28 31,588	
27 Total deductions. Add lines 12 through 26 Includes loss cb 572,227		28		29a	
28 Taxable income before net operating loss deduction and special deductions. Subtract line 27 from line 11		29a		29b	
29a Net operating loss deduction (see instructions)		29b		29c	
b Special deductions (Schedule C, line 20)		29c		30 31,588	
c Add lines 29a and 29b		30		31 4,738	
30 Taxable income. Subtract line 29c from line 28. See instructions		31		32 57,396	
31 Total tax (Schedule J, Part I, line 11)		32		33	
32 Total payments and refundable credits (Schedule J, Part II, line 21)		33		34	
33 Estimated tax penalty. See instructions. Check if Form 2220 is attached <input type="checkbox"/>		34		35 52,658	
34 Amount owed. If line 32 is smaller than the total of lines 31 and 33, enter amount owed		35		36	
35 Overpayment. If line 32 is larger than the total of lines 31 and 33, enter amount overpaid		36		36	
36 Enter amount from line 35 you want: Credited to 2017 estimated tax 52,658 Refunded		36		36	
Sign Here		Signature of officer ROBERT MANOFF		Date	
		Date		Title President	
Paid Preparer Use Only		Print/Type preparer's name JANE CHIONG, CPA		Preparer's signature	
		Firm's name Chiong & Wan CPAs P.C.		Date 05/28/20	
		Firm's address 485 Madison Ave Ste 1600 New York, NY 10022		Check <input type="checkbox"/> if self-employed PTIN 4754	
				Firm's EIN 135274	
				Phone no. 212-752-0854	

Form 1120 (2016) **SOMO AUDIENCE CORP****42081**Page **2**

Schedule C Dividends and Special Deductions (see instructions)		(a) Dividends received	(b) %	(c) Special deductions (a) x (b)
1	Dividends from less-than-20%-owned domestic corporations (other than debt-financed stock)		70	
2	Dividends from 20%-or-more-owned domestic corporations (other than debt-financed stock)		80	
3	Dividends on debt-financed stock of domestic and foreign corporations		see instructions	
4	Dividends on certain preferred stock of less-than-20%-owned public utilities		42	
5	Dividends on certain preferred stock of 20%-or-more-owned public utilities		48	
6	Dividends from less-than-20%-owned foreign corporations and certain FSCs		70	
7	Dividends from 20%-or-more-owned foreign corporations and certain FSCs		80	
8	Dividends from wholly owned foreign subsidiaries		100	
9	Total. Add lines 1 through 8. See instructions for limitation			
10	Dividends from domestic corporations received by a small business investment company operating under the Small Business Investment Act of 1958		100	
11	Dividends from affiliated group members		100	
12	Dividends from certain FSCs		100	
13	Dividends from foreign corporations not included on line 3, 6, 7, 8, 11, or 12			
14	Income from controlled foreign corporations under subpart F (attach Form(s) 5471)			
15	Foreign dividend gross-up			
16	IC-DISC and former DISC dividends not included on line 1, 2, or 3			
17	Other dividends			
18	Deduction for dividends paid on certain preferred stock of public utilities			
19	Total dividends. Add lines 1 through 17. Enter here and on page 1, line 4			
20	Total special deductions. Add lines 9, 10, 11, 12, and 18. Enter here and on page 1, line 29b			

Form **1120** (2016)

Form 1120 (2016) **SOMO AUDIENCE CORP**

2081

Page 3

Schedule J Tax Computation and Payment (see instructions)**Part I—Tax Computation**

1	Check if the corporation is a member of a controlled group (attach Schedule O (Form 1120)). See instructions		
2	Income tax. Check if a qualified personal service corporation. See instructions	2	4,738
3	Alternative minimum tax (attach Form 4626)	3	
4	Add lines 2 and 3	4	4,738
5a	Foreign tax credit (attach Form 1118)	5a	
b	Credit from Form 8834 (see instructions)	5b	
c	General business credit (attach Form 3800)	5c	
d	Credit for prior year minimum tax (attach Form 8827)	5d	
e	Bond credits from Form 8912	5e	
6	Total credits. Add lines 5a through 5e	6	0
7	Subtract line 6 from line 4	7	4,738
8	Personal holding company tax (attach Schedule PH (Form 1120))	8	
9a	Recapture of investment credit (attach Form 4255)	9a	
b	Recapture of low-income housing credit (attach Form 8611)	9b	
c	Interest due under the look-back method—completed long-term contracts (attach Form 8697)	9c	
d	Interest due under the look-back method—income forecast method (attach Form 8866)	9d	
e	Alternative tax on qualifying shipping activities (attach Form 8902)	9e	
f	Other (see instructions—attach statement)	9f	
10	Total. Add lines 9a through 9f	10	
11	Total tax. Add lines 7, 8, and 10. Enter here and on page 1, line 31	11	4,738

Part II—Payments and Refundable Credits

12	2015 overpayment credited to 2016	12	10,372
13	2016 estimated tax payments	13	47,024
14	2016 refund applied for on Form 4466	14	()
15	Combine lines 12, 13, and 14	15	57,396
16	Tax deposited with Form 7004	16	
17	Withholding (see instructions)	17	
18	Total payments. Add lines 15, 16, and 17	18	57,396
19	Refundable credits from:		
a	Form 2439	19a	
b	Form 4136	19b	
c	Form 8827, line 8c	19c	
d	Other (attach statement—see instructions)	19d	
20	Total credits. Add lines 19a through 19d	20	
21	Total payments and credits. Add lines 18 and 20. Enter here and on page 1, line 32	21	57,396

Schedule K Other Information (see instructions)

1	Check accounting method: a <input type="checkbox"/> Cash b <input checked="" type="checkbox"/> Accrual c <input type="checkbox"/> Other (specify) ▶	Yes	No
2	See the instructions and enter the:		
a	Business activity code no. ▶ 541800		
b	Business activity ▶ DIGITAL ADVERTISIN		
c	Product or service ▶ SERVICE		
3	Is the corporation a subsidiary in an affiliated group or a parent-subsidary controlled group? If "Yes," enter name and EIN of the parent corporation ▶		X
4	At the end of the tax year:		
a	Did any foreign or domestic corporation, partnership (including any entity treated as a partnership), trust, or tax-exempt organization own directly 20% or more, or own, directly or indirectly, 50% or more of the total voting power of all classes of the corporation's stock entitled to vote? If "Yes," complete Part I of Schedule G (Form 1120) (attach Schedule G)		X
b	Did any individual or estate own directly 20% or more, or own, directly or indirectly, 50% or more of the total voting power of all classes of the corporation's stock entitled to vote? If "Yes," complete Part II of Schedule G (Form 1120) (attach Schedule G)	X	

Form 1120 (2016)

Form 1120 (2016) **SOMO AUDIENCE CORP**

2081

Page **4****Schedule K Other Information** (continued from page 3)**5** At the end of the tax year, did the corporation:

- a** Own directly 20% or more, or own, directly or indirectly, 50% or more of the total voting power of all classes of stock entitled to vote of any foreign or domestic corporation not included on **Form 851**, Affiliations Schedule? For rules of constructive ownership, see instructions.
If "Yes," complete (i) through (iv) below.

(i) Name of Corporation	(ii) Employer Identification Number (if any)	(iii) Country of Incorporation	(iv) Percentage Owned in Voting Stock

- b** Own directly an interest of 20% or more, or own, directly or indirectly, an interest of 50% or more in any foreign or domestic partnership (including an entity treated as a partnership) or in the beneficial interest of a trust? For rules of constructive ownership, see instructions.
If "Yes," complete (i) through (iv) below.

(i) Name of Entity	(ii) Employer Identification Number (if any)	(iii) Country of Organization	(iv) Maximum Percentage Owned in Profit, Loss, or Capital

6 During this tax year, did the corporation pay dividends (other than stock dividends and distributions in exchange for stock) in excess of the corporation's current and accumulated earnings and profits? See sections 301 and 316

If "Yes," file **Form 5452**, Corporate Report of Nondividend Distributions.

If this is a consolidated return, answer here for the parent corporation and on **Form 851** for each subsidiary.

7 At any time during the tax year, did one foreign person own, directly or indirectly, at least 25% of (a) the total voting power of all classes of the corporation's stock entitled to vote or (b) the total value of all classes of the corporation's stock?

For rules of attribution, see section 318. If "Yes," enter:

(i) Percentage owned ▶ and (ii) Owner's country ▶

(c) The corporation may have to file **Form 5472**, Information Return of a 25% Foreign-Owned U.S. Corporation or a Foreign Corporation Engaged in a U.S. Trade or Business. Enter the number of Forms 5472 attached ▶

8 Check this box if the corporation issued publicly offered debt instruments with original issue discount ▶ ☐

If checked, the corporation may have to file **Form 8281**, Information Return for Publicly Offered Original Issue Discount Instruments.

9 Enter the amount of tax-exempt interest received or accrued during the tax year ▶ \$ 0

10 Enter the number of shareholders at the end of the tax year (if 100 or fewer) ▶

11 If the corporation has an NOL for the tax year and is electing to forego the carryback period, check here ▶ ☐

If the corporation is filing a consolidated return, the statement required by Regulations section 1.1502-21(b)(3) must be attached or the election won't be valid.

12 Enter the available NOL carryover from prior tax years (don't reduce it by any deduction on line 29a.) ▶ \$

13 Are the corporation's total receipts (page 1, line 1a, plus lines 4 through 10) for the tax year and its total assets at the end of the tax year less than \$250,000?

If "Yes," the corporation isn't required to complete Schedules L, M-1, and M-2. Instead, enter the total amount of cash distributions and the book value of property distributions (other than cash) made during the tax year ▶

14 Is the corporation required to file Schedule UTP (Form 1120), Uncertain Tax Position Statement? See instructions

If "Yes," complete and attach Schedule UTP.

15a Did the corporation make any payments in 2016 that would require it to file Form(s) 1099?

b If "Yes," did or will the corporation file required Forms 1099?

16 During this tax year, did the corporation have an 80% or more change in ownership, including a change due to redemption of its own stock?

17 During or subsequent to this tax year, but before the filing of this return, did the corporation dispose of more than 65% (by value) of its assets in a taxable, non-taxable, or tax deferred transaction?

18 Did the corporation receive assets in a section 351 transfer in which any of the transferred assets had a fair market basis or fair market value of more than \$1 million?

19 During the corporation's tax year, did the corporation make any payments that would require it to file Forms 1042 and 1042-S under chapter 3 (sections 1441 through 1464) or chapter 4 (sections 1471 through 1474) of the Code?

Form **1120** (2016)

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Form 1120 (2016) **SOMO AUDIENCE CORP**

102081

Page 5

Schedule L Balance Sheets per Books		Beginning of tax year		End of tax year	
Assets		(a)	(b)	(c)	(d)
1	Cash		572		73
2a	Trade notes and accounts receivable	710,005		3,477,992	
b	Less allowance for bad debts		710,005		3,477,992
3	Inventories				
4	U.S. government obligations				
5	Tax-exempt securities (see instructions)				
6	Other current assets (att. stmt.) Stmt 2		15,441		9,027
7	Loans to shareholders				
8	Mortgage and real estate loans				
9	Other investments (attach stmt.)				
10a	Buildings and other depreciable assets	20,884		26,619	
b	Less accumulated depreciation	20,884	0	26,619	0
11a	Depletable assets				
b	Less accumulated depletion				
12	Land (net of any amortization)				
13a	Intangible assets (amortizable only)	1,523		1,523	
b	Less accumulated amortization	1,523	0	1,523	0
14	Other assets (attach stmt.) Stmt 3		6,900		3,900
15	Total assets		732,918		3,490,992
Liabilities and Shareholders' Equity					
16	Accounts payable		551,752		2,389,550
17	Mortgages, notes, bonds payable in less than 1 year				
18	Other current liabilities (att. stmt.) Stmt 4		115,401		644,890
19	Loans from shareholders				
20	Mortgages, notes, bonds payable in 1 year or more				
21	Other liabilities (attach statement)				
22	Capital stock: a Preferred stock				
	b Common stock	2,000	2,000	2,000	2,000
23	Additional paid-in capital				
24	Retained earnings—Appropriated (att. stmt.)				
25	Retained earnings—Unappropriated		63,765		-117,676
26	Adjustments to SH equity (att. stmt.)				
27	Less cost of treasury stock				
28	Total liabilities and shareholders' equity		732,918		2,918,764

Schedule M-1 Reconciliation of Income (Loss) per Books With Income per Return

Note: The corporation may be required to file Schedule M-3. See instructions.

1	Net income (loss) per books	-181,441	7	Income recorded on books this year not included on this return (itemize):	
2	Federal income tax per books	205,294		Tax-exempt interest \$	
3	Excess of capital losses over capital gains				
4	Income subject to tax not recorded on books this year (itemize):				
5	Expenses recorded on books this year not deducted on this return (itemize):		8	Deductions on this return not charged against book income this year (itemize):	
a	Depreciation \$		a	Depreciation \$	
b	Charitable contributions \$		b	Charitable contributions \$	
c	Travel and entertainment \$	7,735			
		7,735	9	Add lines 7 and 8	
6	Add lines 1 through 5	31,588	10	Income (page 1, line 28)—line 6 less line 9	31,588

Schedule M-2 Analysis of Unappropriated Retained Earnings per Books (Line 25, Schedule L)

1	Balance at beginning of year	63,765	5	Distributions: a Cash	
2	Net income (loss) per books	-181,441		b Stock	
3	Other increases (itemize):			c Property	
			6	Other decreases (itemize):	
			7	Add lines 5 and 6	
4	Add lines 1, 2, and 3	-117,676	8	Balance at end of year (line 4 less line 7)	-117,676

Form 1120 (2016)

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1120		U.S. Corporation Income Tax Return		OMB No. 1545-0123	
Form Department of the Treasury Internal Revenue Service		For calendar year 2017 or tax year beginning , ending		2017	
A Check if:		Name		B Employer identification number	
1a Consolidated return (attach Form 851)		SOMO AUDIENCE CORP		2081	
b Life/nonlife consolidated return		Number, street, and room or suite no. If a P.O. box, see instructions.		C Date incorporated	
2 Personal holding co. (attach Sch. PH)		18 BANK STREET SUITE 206		05/07/2012	
3 Personal service corp. (see instructions)		City or town, state, or province, country, and ZIP or foreign postal code		D Total assets (see instructions)	
4 Schedule M-3 attached		SUMMIT NJ 07901		\$ 6,233,372	
E Check if: (1) Initial return (2) Final return (3) Name change (4) Address change					
Income	1a Gross receipts or sales	1a	16,299,113	1c	16,299,113
	b Returns and allowances	1b		2	11,459,729
	c Balance. Subtract line 1b from line 1a			3	4,839,384
	2 Cost of goods sold (attach Form 1125-A)			4	
	3 Gross profit. Subtract line 2 from line 1c			5	
	4 Dividends (Schedule C, line 19)			6	
	5 Interest			7	
	6 Gross rents			8	
	7 Gross royalties			9	
	8 Capital gain net income (attach Schedule D (Form 1120))			10	3,787
	9 Net gain or (loss) from Form 4797, Part II, line 17 (attach Form 4797)			11	4,843,171
10 Other income (see instructions—attach statement)		See Stmt 1	12	600,000	
11 Total income. Add lines 3 through 10			13	1,066,175	
Deductions (See instructions for limitations on deductions.)	12 Compensation of officers (see instructions—attach Form 1125-E)			14	
	13 Salaries and wages (less employment credits)			15	245
	14 Repairs and maintenance			16	35,400
	15 Bad debts			17	194,871
	16 Rents			18	68,494
	17 Taxes and licenses			19	
	18 Interest			20	10,130
	19 Charitable contributions			21	
	20 Depreciation from Form 4562 not claimed on Form 1125-A or elsewhere on return (attach Form 4562)			22	7,045
	21 Depletion			23	
	22 Advertising			24	
Tax, Refundable Credits, and Payments	23 Pension, profit-sharing, etc., plans			25	
	24 Employee benefit programs			26	2,265,721
	25 Domestic production activities deduction (attach Form 8903)			27	4,843,171
	26 Other deductions (attach statement)		See Stmt 2	28	0
	27 Total deductions. Add lines 12 through 26		Includes loss cb 595,090	29a	
	28 Taxable income before net operating loss deduction and special deductions. Subtract line 27 from line 11			29b	
	29a Net operating loss deduction (see instructions)			29c	
	b Special deductions (Schedule C, line 20)			30	0
	c Add lines 29a and 29b			31	0
	30 Taxable income. Subtract line 29c from line 28. See instructions			32	205,297
	31 Total tax (Schedule J, Part I, line 11)			33	
32 Total payments and refundable credits (Schedule J, Part II, line 21)			34		
33 Estimated tax penalty. See instructions. Check if Form 2220 is attached			35	205,297	
34 Amount owed. If line 32 is smaller than the total of lines 31 and 33, enter amount owed			36		
35 Overpayment. If line 32 is larger than the total of lines 31 and 33, enter amount overpaid					
36 Enter amount from line 35 you want: Credited to 2018 estimated tax 205,297 Refunded					
Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.					
Sign Here	Signature of officer ROBERT MANOFF		Date		Title President
	Print/Type preparer's name		Preparer's signature		PTIN
Paid Preparer Use Only	Firm's name Chiong & Wan CPAs P.C.		Date 05/28/20		Check <input type="checkbox"/> if self-employed
	Firm's address 485 Madison Ave Ste 1600		Firm's EIN		Phone no.
	New York, NY 10022		212-752-0854		

SOMO 05/28/2020 2:43 PM

Form 1120 (2017) **SOMO AUDIENCE CORP**

43-5002081

Page **2**

Schedule C Dividends and Special Deductions (see instructions)

	(a) Dividends received	(b) %	(c) Special deductions (a) x (b)
1 Dividends from less-than-20%-owned domestic corporations (other than debt-financed stock)		70	
2 Dividends from 20%-or-more-owned domestic corporations (other than debt-financed stock)		80	
3 Dividends on debt-financed stock of domestic and foreign corporations		see instructions	
4 Dividends on certain preferred stock of less-than-20%-owned public utilities		42	
5 Dividends on certain preferred stock of 20%-or-more-owned public utilities		48	
6 Dividends from less-than-20%-owned foreign corporations and certain FSCs		70	
7 Dividends from 20%-or-more-owned foreign corporations and certain FSCs		80	
8 Dividends from wholly owned foreign subsidiaries		100	
9 Total. Add lines 1 through 8. See instructions for limitation			
10 Dividends from domestic corporations received by a small business investment company operating under the Small Business Investment Act of 1958		100	
11 Dividends from affiliated group members		100	
12 Dividends from certain FSCs		100	
13 Dividends from foreign corporations not included on line 3, 6, 7, 8, 11, or 12			
14 Income from controlled foreign corporations under subpart F (attach Form(s) 5471)			
15 Foreign dividend gross-up			
16 IC-DISC and former DISC dividends not included on line 1, 2, or 3			
17 Other dividends			
18 Deduction for dividends paid on certain preferred stock of public utilities			
19 Total dividends. Add lines 1 through 17. Enter here and on page 1, line 4			
20 Total special deductions. Add lines 9, 10, 11, 12, and 18. Enter here and on page 1, line 29b			

Form **1120** (2017)

Form 1120 (2017) **SOMO AUDIENCE CORP**

2081

Page **3****Schedule J Tax Computation and Payment** (see instructions)**Part I—Tax Computation**

1	Check if the corporation is a member of a controlled group (attach Schedule O (Form 1120)). See instructions			
2	Income tax. Check if a qualified personal service corporation. See instructions	2		0
3	Alternative minimum tax (attach Form 4626)	3		
4	Add lines 2 and 3	4		0
5a	Foreign tax credit (attach Form 1118)	5a		
b	Credit from Form 8834 (see instructions)	5b		
c	General business credit (attach Form 3800)	5c		
d	Credit for prior year minimum tax (attach Form 8827)	5d		
e	Bond credits from Form 8912	5e		
6	Total credits. Add lines 5a through 5e	6		
7	Subtract line 6 from line 4	7		
8	Personal holding company tax (attach Schedule PH (Form 1120))	8		
9a	Recapture of investment credit (attach Form 4255)	9a		
b	Recapture of low-income housing credit (attach Form 8611)	9b		
c	Interest due under the look-back method—completed long-term contracts (attach Form 8697)	9c		
d	Interest due under the look-back method—income forecast method (attach Form 8866)	9d		
e	Alternative tax on qualifying shipping activities (attach Form 8902)	9e		
f	Other (see instructions—attach statement)	9f		
10	Total. Add lines 9a through 9f	10		
11	Total tax. Add lines 7, 8, and 10. Enter here and on page 1, line 31	11		0

Part II—Payments and Refundable Credits

12	2016 overpayment credited to 2017	12		
13	2017 estimated tax payments	13		205,297
14	2017 refund applied for on Form 4466	14	()
15	Combine lines 12, 13, and 14	15		205,297
16	Tax deposited with Form 7004	16		
17	Withholding (see instructions)	17		
18	Total payments. Add lines 15, 16, and 17	18		205,297
19	Refundable credits from:			
a	Form 2439	19a		
b	Form 4136	19b		
c	Form 8827, line 8c	19c		
d	Other (attach statement—see instructions)	19d		
20	Total credits. Add lines 19a through 19d	20		
21	Total payments and credits. Add lines 18 and 20. Enter here and on page 1, line 32	21		205,297

Schedule K Other Information (see instructions)

1	Check accounting method: a <input type="checkbox"/> Cash b <input checked="" type="checkbox"/> Accrual c <input type="checkbox"/> Other (specify) ▶	Yes	No
2	See the instructions and enter the:		
a	Business activity code no. ▶ 541800		
b	Business activity ▶ DIGITAL ADVERTISING		
c	Product or service ▶ SERVICE		
3	Is the corporation a subsidiary in an affiliated group or a parent-subsidiary controlled group? If "Yes," enter name and EIN of the parent corporation ▶		X
4	At the end of the tax year:		
a	Did any foreign or domestic corporation, partnership (including any entity treated as a partnership), trust, or tax-exempt organization own directly 20% or more, or own, directly or indirectly, 50% or more of the total voting power of all classes of the corporation's stock entitled to vote? If "Yes," complete Part I of Schedule G (Form 1120) (attach Schedule G)		X
b	Did any individual or estate own directly 20% or more, or own, directly or indirectly, 50% or more of the total voting power of all classes of the corporation's stock entitled to vote? If "Yes," complete Part II of Schedule G (Form 1120) (attach Schedule G)	X	

Form **1120** (2017)

Form 1120 (2017) **SOMO AUDIENCE CORP**

02081

Page 4

Schedule K Other Information (continued from page 3)

	Yes	No	
5 At the end of the tax year, did the corporation:			
a Own directly 20% or more, or own, directly or indirectly, 50% or more of the total voting power of all classes of stock entitled to vote of any foreign or domestic corporation not included on Form 851 , Affiliations Schedule? For rules of constructive ownership, see instructions. If "Yes," complete (i) through (iv) below.		X	
(i) Name of Corporation	(ii) Employer Identification Number (if any)	(iii) Country of Incorporation	(iv) Percentage Owned in Voting Stock
b Own directly an interest of 20% or more, or own, directly or indirectly, an interest of 50% or more in any foreign or domestic partnership (including an entity treated as a partnership) or in the beneficial interest of a trust? For rules of constructive ownership, see instructions. If "Yes," complete (i) through (iv) below.			X
(i) Name of Entity	(ii) Employer Identification Number (if any)	(iii) Country of Organization	(iv) Maximum Percentage Owned in Profit, Loss, or Capital
6 During this tax year, did the corporation pay dividends (other than stock dividends and distributions in exchange for stock) in excess of the corporation's current and accumulated earnings and profits? See sections 301 and 316. If "Yes," file Form 5452 , Corporate Report of Nondividend Distributions. See the instructions for Form 5452. If this is a consolidated return, answer here for the parent corporation and on Form 851 for each subsidiary.		X	
7 At any time during the tax year, did one foreign person own, directly or indirectly, at least 25% of the total voting power of all classes of the corporation's stock entitled to vote or at least 25% of the total value of all classes of the corporation's stock? For rules of attribution, see section 318. If "Yes," enter: (a) Percentage owned ▶ and (b) Owner's country ▶ (c) The corporation may have to file Form 5472 , Information Return of a 25% Foreign-Owned U.S. Corporation or a Foreign Corporation Engaged in a U.S. Trade or Business. Enter the number of Forms 5472 attached ▶		X	
8 Check this box if the corporation issued publicly offered debt instruments with original issue discount ▶ <input type="checkbox"/> If checked, the corporation may have to file Form 8281 , Information Return for Publicly Offered Original Issue Discount Instruments.			
9 Enter the amount of tax-exempt interest received or accrued during the tax year ▶ \$ 0			
10 Enter the number of shareholders at the end of the tax year (if 100 or fewer) ▶			
11 If the corporation has an NOL for the tax year and is electing to forego the carryback period, check here ▶ <input type="checkbox"/> If the corporation is filing a consolidated return, the statement required by Regulations section 1.1502-21(b)(3) must be attached or the election won't be valid.			
12 Enter the available NOL carryover from prior tax years (do not reduce it by any deduction reported on page 1, line 29a.) ▶ \$			
13 Are the corporation's total receipts (page 1, line 1a, plus lines 4 through 10) for the tax year and its total assets at the end of the tax year less than \$250,000? If "Yes," the corporation is not required to complete Schedules L, M-1, and M-2. Instead, enter the total amount of cash distributions and the book value of property distributions (other than cash) made during the tax year ▶		X	
14 Is the corporation required to file Schedule UTP (Form 1120), Uncertain Tax Position Statement? See instructions. If "Yes," complete and attach Schedule UTP.		X	
15a Did the corporation make any payments in 2017 that would require it to file Form(s) 1099? ▶	X		
b If "Yes," did or will the corporation file required Forms 1099? ▶	X		
16 During this tax year, did the corporation have an 80% or more change in ownership, including a change due to redemption of its own stock? ▶		X	
17 During or subsequent to this tax year, but before the filing of this return, did the corporation dispose of more than 65% (by value) of its assets in a taxable, non-taxable, or tax deferred transaction? ▶		X	
18 Did the corporation receive assets in a section 351 transfer in which any of the transferred assets had a fair market basis or fair market value of more than \$1 million? ▶		X	
19 During the corporation's tax year, did the corporation make any payments that would require it to file Forms 1042 and 1042-S under chapter 3 (sections 1441 through 1464) or chapter 4 (sections 1471 through 1474) of the Code? ▶		X	

Form **1120** (2017)

SOMO 05/28/2020 2:43 PM

Form 1120 (2017) **SOMO AUDIENCE CORP**

43-0002081

Page 5

Schedule L Balance Sheets per Books		Beginning of tax year		End of tax year	
Assets		(a)	(b)	(c)	(d)
1	Cash		73		274,655
2a	Trade notes and accounts receivable	3,477,992		5,944,468	
b	Less allowance for bad debts		3,477,992		5,944,468
3	Inventories				
4	U.S. government obligations				
5	Tax-exempt securities (see instructions)				
6	Other current assets (att. stmt.) Stmt 3		9,027		10,349
7	Loans to shareholders				
8	Mortgage and real estate loans				
9	Other investments (attach stmt.)				
10a	Buildings and other depreciable assets	26,619		36,749	
b	Less accumulated depreciation	26,619	0	36,749	0
11a	Depletable assets				
b	Less accumulated depletion				
12	Land (net of any amortization)				
13a	Intangible assets (amortizable only)	1,523		1,523	
b	Less accumulated amortization	1,523	0	1,523	0
14	Other assets (attach stmt.) Stmt 4		3,900		3,900
15	Total assets		3,490,992		6,233,372
Liabilities and Shareholders' Equity					
16	Accounts payable		2,389,551		3,826,648
17	Mortgages, notes, bonds payable in less than 1 year				
18	Other current liabilities (att. stmt.) Stmt 5		644,890		226,474
19	Loans from shareholders				190,000
20	Mortgages, notes, bonds payable in 1 year or more				
21	Other liabilities (attach statement) Stmt 6				1,150,000
22	Capital stock: a Preferred stock				
	b Common stock	2,000	2,000	2,000	2,000
23	Additional paid-in capital				
24	Retained earnings—Appropriated (att. stmt.)				
25	Retained earnings—Unappropriated		454,551		243,158
26	Adjustments to SH equity (att. stmt.)				
27	Less cost of treasury stock				
28	Total liabilities and shareholders' equity		3,490,992		5,638,280

Schedule M-1 Reconciliation of Income (Loss) per Books With Income per Return

Note: The corporation may be required to file Schedule M-3. See instructions.

1	Net income (loss) per books	-211,393	7	Income recorded on books this year not included on this return (itemize):	
2	Federal income tax per books	202,331		Tax-exempt interest \$	
3	Excess of capital losses over capital gains				
4	Income subject to tax not recorded on books this year (itemize):				
5	Expenses recorded on books this year not deducted on this return (itemize):		8	Deductions on this return not charged against book income this year (itemize):	
a	Depreciation \$		a	Depreciation \$	
b	Charitable contributions \$		b	Charitable contributions \$	
c	Travel and entertainment \$	9,034			
	Stmt 7	28			
		9,062	9	Add lines 7 and 8	
6	Add lines 1 through 5		10	Income (page 1, line 28)—line 6 less line 9	0

Schedule M-2 Analysis of Unappropriated Retained Earnings per Books (Line 25, Schedule L)

1	Balance at beginning of year	454,551	5	Distributions: a Cash	
2	Net income (loss) per books	-211,393		b Stock	
3	Other increases (itemize):			c Property	
			6	Other decreases (itemize):	
			7	Add lines 5 and 6	
4	Add lines 1, 2, and 3	243,158	8	Balance at end of year (line 4 less line 7)	243,158

Form 1120 (2017)